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January 23, 2006

Mr. Jeffrey S. Jordan, Supervisory Attorney
Complaints Examination and Legal Administration
Federal Election Commission
999 E Street NW
Washington, D.C. 20463

Re: MUR 5691

Dear Mr. Jordan:

This response to the above-captioned MUR is filed on behalf of Whalen for Congress; Kirk Whalen, individually and as Treasurer of Whalen for Congress; Iowa Machine Shed Co.; Carmen Darland; and Brian Dumas.¹ For the reasons set forth below, we request the Commission activate and dismiss this matter promptly.

I. Introduction

One problem that has beset the Commission for many years is the abuse of the complaint process for political gain. Complaints with little or no legal merit are filed for the purpose of issuing a press release and creating negative press for a rival campaign, while simultaneously tying up staff and resources in responding to the complaint. Indeed, the more spurious and scattershot the complaint, and the more respondents designated by the complainant, the more difficult it may be to answer, as the responding parties cannot be sure just what allegations may be considered important, or what ambiguously indicated legal theories need to be countered. As we will demonstrate, this complaint is hard to see as anything other than a cynical ploy by the complainant, Brian Kennedy for Congress campaign manager Carol Earnhardt, to harass and tar the

¹ Respondent Heart of America Inns and Restaurants is not a separate legal entity, but rather a trade name owned by Mike Whalen and used to market the hospitality business of several companies, operating under different brand names, and owned by Mr. Whalen

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respondents, secure in her belief that the Commission will be unable to issue a No Reason to Believe determination before the June 2006 primary.²

The respondents believe that the Commission can and should activate this case promptly; that its legal and factual merits are readily dispatched without investigation; and that it should be dismissed promptly so that the respondents have a clean public bill of health prior to the June 2006 primary. Additionally, Respondent Iowa Machine Shed Company notes that the complaint, despite its lack of merit, throws a legal pall over the corporation's business operations. The corporation has featured Mike Whalen, toy tractors, and delicious pork for 27 years – this complaint essentially argues that such longstanding Machine Shed images now constitute illegal contributions to Mike Whalen for Congress, forcing the corporation to change its business operations or operate under a legal cloud. Thus, the Respondents urge prompt action by the Commission to dismiss this complaint.

II. Argument

Like most nuisance complaints, this complaint is an amalgamation of uncontroversial legal norms ("The Tillman Act, passed in 1907, prohibited any corporation from making a 'money contribution' in connection with federal elections," p. 5); conclusory allegations ("Respondents conspired to utilize corporate funds and assets to produce and fund a television advertising campaign," p. 6); tendentious, irrelevant argumentation ("such activity is a calculated effort to evade the strict prohibition on corporate contributions," p. 1); and assertions of "undisputed fact" that are anything but undisputed ("It is undisputed that Mike Whalen and Whalen for Congress knowingly accepted what, in this instance, constitutes an illegal, in-kind contribution, p. 6.").

When a complainant alleges that it is a violation of federal law for a business advertisement to show a child playing with a toy tractor because such images are part of the theme of Respondent Corporation's restaurants (Complaint, p. 4), it is hard to know which allegations to take seriously and which to rebut. Furthermore, it is often difficult to distinguish between which alleged facts the complainant thinks supports which charge, and which alleged facts were merely added for press consumption. The Respondents, therefore, make clear that their failure to address any of the myriad of "facts" and legal conclusions made in the complaint does not indicate acceptance of the truth of those facts, or of the complainant's legal conclusions about those facts.

² The publicity-seeking nature of this complaint is indicated by several factors: the press release that simultaneously accompanied it, the fact that both the press release and the complaint were posted on the Brian Kennedy for Congress web site, see <http://www.briankennedy.com/news/20051130R.asp> and <http://www.briankennedy.com/news/20051130.pdf>; and the fact that Brian Kennedy's counsel distributed copies of the complaint to a publicly accessible email list for academic debate of election issues, see http://majordomo.ils.edu/cgi-bin/lwgate/ELECTION-LAW_GL/archives/election-law_gl.archive.0512/date/article-5.html.

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A. Statement of Facts

1. Mike Whalen is the Public Image of the Machine Shed, and has Appeared in Machine Shed Advertising for Over Twenty Years.

Mike Whalen, as the president and founder of the Iowa Machine Shed Company, has been featured in Machine Shed advertising for over two decades, ever since he returned to Iowa to found the first Machine Shed restaurant in 1978. Included with this response as Attachment 1 is a DVD showing Machine Shed ads from as far back as 1989. In these ads, you will see Mike Whalen featured prominently, always as the primary spokesperson or narrator. In some ads he identifies himself; in other ads his name is featured in prominent graphics on screen as he speaks. Attachment 2 is a DVD of Machine Shed radio ads from 2003 to 2005, all featuring Mike and some featuring Mike and his mother. In the ads, Mike Whalen typically introduces himself, or is otherwise clearly identified. The ads, and their theme of Iowa agriculture, have not changed since well before Mike Whalen declared his candidacy for Congress. For example, Mike and his family have been featured on the back of Machine Shed menus for more than a decade. See Attachment 3 (1996 Menu) and Attachment 4 (current menu). In addition to family photos, the back of these menus also include statements of the Machine Shed's philosophy, history and, in particular, its commitment to the Iowa farmer. *See also* Attachment 5, featuring Mike in a Machine Shed ad in the January 2004 Iowa Pork Producer Magazine. These themes appear in Machine Shed advertising in all states.

In short, Mike Whalen is to the Machine Shed restaurants what Harland Sanders was to Kentucky Fried Chicken or Dave Thomas to Wendy's. With Mike as its spokesman, the Company's image has long been tied to Iowa farming and farm products.

At the same time that he has been a spokesman for the Machine Shed, Mike Whalen is not now, and has never been, featured in the advertising of any of the other restaurants and hotels that make up the Heart of America Inns and Restaurants group. He is not featured in broadcast ads for any of the hotels he owns in Iowa, or for any of the other restaurants he owns in Iowa, including the Thunder Bay Grill, Johnny's Italian Steakhouse, the Checkered Flag, or Gramma's Kitchen. *See* <http://www.hoari.com/restaurants.htm> and <http://www.hoari.com/hotels.htm> for list of properties. It would be easy to feature Mike in these ads if the goal was to increase his visibility during his campaign for Congress, or to use his corporations as adjuncts to his campaign.³ Conversely, Mike is featured in Machine Shed advertising not only in Iowa, but in Kansas, Illinois, Minnesota, and Wisconsin – in every state where there is a Machine Shed restaurant. There would be no reason to feature Mike in ads in these states if this was mere corporate subsidization of his campaign.

³ Gramma's Kitchen, the Checkered Flag, Thunder Bay Grill, and Heart of America hotels all have locations in the First Congressional District.

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2. The Machine Shed Engages in Regional Advertising and has Long Featured Tributes to the Iowa Farm Community in its Ads.

Machine Shed restaurants are large enterprises. The Machine Shed Restaurants in Davenport and Des Moines are, in fact, the two largest volume restaurants in Iowa. Both are located just off Interstate Highway 80. Machine Shed restaurants outside Iowa are also located convenient to interstate highways. Machine Shed restaurants attempt to serve as magnets for travelers along the interstate routes. Thus, the Machine Shed customer market extends far beyond the immediate vicinity of its restaurants, to capture customers from a wide regional area who are likely to travel past Machine Shed locations. See Attachments 6 and 7, for articles featuring the Machine Shed in national publications. The Machine Shed, therefore, sometimes purchases regional advertising that goes beyond the immediate vicinity of its restaurants. See e.g., Attachment 5, from the Iowa Pork Producer; Attachment 12, from the 2004 National Edition of Midwest Living; and Attachment 13, from AAA Living. Additionally, the Machine Shed's television advertising goes far beyond the immediate vicinity of its restaurants. The various advertisements included in Attachment 1 ran on KWQC-TV6. Attachment 14 shows the KWQC coverage map. Davenport is located in Scott County. KWQC's primary market reaches 13 Iowa counties, including Dubuque County, where the Complainant claims that a newspaper has reported that her boss Brian Kennedy has been told by others that ads have run – even though, “there are no Machine Shed restaurants.” (Complaint at 3 and Attachment D). KWQC also reaches 14 counties in Illinois. This does not include cable and satellite reception.

Further, as the Commission can see in these attachments of past Machine Shed ads, the Machine Shed has long linked itself to the future of Iowa's farmers and pork industry. These themes have long appeared in the company's broadcast advertising (see Attachments 1 and 2), on its menus and print ads (Attachments 3, 4 and 5), and in its magazine and newspaper spreads (Attachments 6-11). In this vein, the Machine Shed stores, attached to the restaurants, sell, for example, John Deere caps, toy barns, toy horse trailers, crock ware, and “Old McDonald” bib overalls. See <http://www.machineshed.com/gifts.asp>. Some restaurants have even offered John Deere tractor rides to patrons. As part of its mission to represent and serve Iowa's farming community, Machine Shed restaurants feature and display a large collection of historic farm implements, machinery, and cooking utensils. See Attachments 6, 8, 10 and 11. The Machine Shed also sponsors scholarships for students pursuing careers in agriculture as part of its mission to support Iowa agriculture.

3. The Machine Shed has Not Altered its Advertising During the Campaign and Did Not Coordinate its Activities with Mike Whalen for Congress.

As already demonstrated, during the period in question, the Machine Shed has made no significant changes in its advertising themes and practices. Nor did it coordinate

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advertising with the campaign. The idea for the television ad complained of in the complaint, and which is included as Title 11 on Attachment 1, was first developed by Heart of America's Vice President for Marketing, Carmen Darland, sometime in 2000, long before Mike Whalen became a candidate for Congress, but was not used until 2004. In the fall of 2004, Darland contracted with Victory Enterprises to produce the ad, and then wrote a finished script. In addition to political advertising, Victory Enterprises is a respected producer of commercial broadcast advertising in the Quad Cities area, representing such clients as US Adventure RV, Northwest Bank & Trust, and Reference Audio Visual. After the ad was produced, Darland, not Victory, arranged for placement of the ad. At no time has Darland been involved in any marketing activities pertaining to Whalen for Congress.⁴ Similarly, no campaign employees consulted with Machine Shed on the ads. Mike Whalen did not, and does not, exercise daily control over Machine Shed ad content and placement.

Over the years, the Iowa Machine Shed restaurants have typically devoted approximately 0.5 to 1.5 percent of gross revenues to broadcast advertising. Advertising for each restaurant rises and falls within that range for many reasons. For example, ad buys often increase during periods of low sales, or advertising may sharply increase in a market that has received relatively few advertising dollars in recent years. Broadcast ad buys for the Iowa Machine Shed Restaurant in Davenport (the restaurant located in Iowa's First Congressional District) have remained well within the normal range of Machine Shed ad budgets, as illustrated by Table 1

Table 1
Machine Shed Broadcast Ad Buys as Percentage of Restaurant Sales
FY 2002-2005*

Restaurant	2005	4 yr. Low		4 yr. High	
		Year	%	Year	%
Davenport, IA	1.19	2004	0.82	2005	1.19
Appleton, WI	1.50	2002	1.05	2005	1.50
Lake Elmo, MN	1.03	2004	0.82	2002	1.16
Olathe, KS	1.05	2002	0.40	2003	1.28
Pewaukee, WI	0.85	2005	0.85	2004	1.30
Rockford, IL	0.51	2005	0.51	2002	1.09
Urbandale, IA	1.29	2002	0.94	2004	1.48

*Based on Fiscal Years ending Oct. 31.

⁴ In accordance with FEC regulations permitting volunteer activity, Mrs. Darland and her husband have hosted a campaign event for Mr. Whalen at their private residence.

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B. Legal Argument

1. The Machine Shed's Routine Advertising Does Not Constitute a Contribution to the Campaign.⁵

In responding to complainant's Count I, we should first be clear what is not at issue. There is no allegation that the Machine Shed's ads have ever used express advocacy to promote the election of Mike Whalen or the defeat of any of his rivals. There is no allegation that any of the Machine Shed ads have ever mentioned that Mike Whalen or anybody else is a candidate for Congress, or even that there is a primary election in 2006. There is no allegation that Machine Shed ads discuss specific issues before Congress, or any candidate's position on any political issue. There is no allegation that the Machine Shed has made any tangible contribution of money or other goods directly or indirectly to Mike Whalen for Congress, or that Mike Whalen for Congress has ever requested such assistance.

Rather, the Complaint alleges that the Respondents made a prohibited corporate contribution to the Whalen for Congress campaign by "sponsoring a TV ad campaign that served to amplify the images, language, themes, and messaging of Mike Whalen's Congressional campaign." Complaint at 6.⁶

a. A candidate's use and statement of his background and views does not convert the similar "themes" used by others into campaign contributions.

In apparent support of "Count I," the complainant alleges the following:

- Mike Whalen announced his candidacy saying, "America owes a lot to rural Iowa and I want to be an advocate for Iowa's farms and small towns, like our restaurant has tried to be for 27 years."
- Mike Whalen for Congress's web site, www.MikeWhalen.com, features images of Mike standing in the Machine Shed restaurant that he founded.
- Mike Whalen for Congress's web site features a video clip of Mike speaking of "returning to Iowa 27 years ago to open a little restaurant called the Iowa Machine Shed with the motto 'dedicated to the Iowa Farmer,'" (as does the 2003 interview with Mike in *Restaurants and Institutions*, see Attachment 7, and the 2002 interview in *Restaurant Business*, Attachment 8).

⁵ Counts I & II allege that the Machine Shed's advertising constitutes an illegal contribution to the campaign regardless of the lack of coordination. The discussion of alleged coordination follows in responding to Count III.

⁶ Count II is merely the flip side of this allegation – that Mike Whalen for Congress illegally accepted a corporate contribution. It is not clear how this is supposed to be so, as it is not alleged that Mike Whalen for Congress requested Machine Shed to run such ads, or in any way took possession of anything of value from the corporation.

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- The Whalen for Congress campaign has distributed a booklet entitled, *Yes to Pork Chops, No to Pork Barrel*, and the booklet features Mike's role in founding the Iowa Machine Shed Restaurants; it contains images of Mike and the restaurants he owns; it states that, "Mike opened a restaurant dedicated to the Iowa farm economy;" and it says, "It's still that entrepreneurial spirit that still drives Mike Whalen 27 years later."
- Candidate Mike Whalen has asked, "Are we still going to be making little green tractors in Eastern Iowa in 20 years? That's an important question."

See Complaint at pgs. 2-4. Obviously, none of these things, alone or in tandem, in any way violates federal law. Certainly nothing in the law prohibits a candidate from speaking about his background and business success; his reasons for returning to his Iowa roots after graduating from Harvard Law School; his concern for farmers and local industry such as John Deere; and his love of Iowa's rural communities.

Complainant wants to argue, however, that if the Machine Shed "uses the same images, language, and themes," somehow it is an illegal corporate contribution. The effect of complainant's theory would be either that Mike Whalen would be unable to discuss what he has done for the past 27 years or that the Iowa Machine Shed would have to substantially alter its longstanding business practices and non-political advertising.

If that were really the standard, it would be in effect not only for Mike Whalen, but for the complainant and for any other candidate. For example, on his campaign web site, candidate Brian Kennedy touts his affiliation with a law firm. Yet surely the web site of the law firm with which he is associated, Gallagher, Millage & Gallagher, P.L.C., does not constitute a contribution to the Kennedy campaign, and would not do so even if Mr. Kennedy promises to start running a campaign that meets, "the highest ethical and moral standards." See <http://www.gmglawfirm.com/>. Mr. Kennedy touts being involved with Cub Scouts. If Mr. Kennedy were willing to pledge, as a prospective Congressman, to "do my best, to do my duty, to God and My Country, and To help other people,"⁷ we would not hold the Cub Scouts – an incorporated entity - liable for contributing to the Kennedy campaign.

Furthermore, even if such "images, language, and themes" could constitute a contribution, which they do not, in this case the Machine Shed has not borrowed images and themes from the campaign: rather, the campaign has utilized themes and images long used by the Machine Shed. It cannot be a corporate contribution to a campaign when a campaign appropriates images used by a corporation. Wendy's did not contribute to Walter Mondale's campaign when it continued to air "Where's the Beef?" ads after Mondale used the phrase in a 1984 debate with Gary Hart. And when the John Deere company advertises in Iowa, it will not be a contribution to the Whalen campaign, merely because Mike Whelan has "frequently invoked" the "symbol" of a John Deere tractor in

⁷ From the Cub Scout Promise, see <http://www.usscouts.org/advance/cubscout/cspromiselaw.html>.

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his campaign. The Complainant's theory would essentially give politicians a blank check to determine and limit corporate advertising merely by using the same themes – even unwittingly – that are used by a corporation in its advertising.

The test is not whether some images in a corporate ad also appear in a campaign ad – obviously that happens all over the country, as, for example, when a candidate and a corporation both utilize the U.S. flag in an advertisement. Rather, the test is whether or not expenditures were “made in connection with any election.” 2 U.S.C. § 441b. The substance of these ads demonstrates that they are not election connected ads.

b. The Machine Shed has not materially altered the content, quantity, or placement of its advertising.

In considering whether business advertising by a candidate's privately owned business constitutes a campaign contribution, the Commission has focused on whether or not the candidate's business altered its advertising message, *see, e.g.*, MUR 4999 (Edward M. Bernstein), or the quantity of its advertising buys, *see, e.g.*, MUR 3918 (Joel Hyatt), or whether the campaign appropriated property of the business, *see, e.g.*, MUR 5243 (Oberweis for U.S. Senate, dismissed pursuant to *Heckler v. Cheney*, 470 U.S. 821 (1985)). Here, none of those elements exist. Similarly, in Advisory Opinion 1982-15 the FEC held that business ads did not constitute contributions where the business had a history of featuring the candidate in its ads; where the ad frequency did not materially change from the business norm; and where the ad did not mention the candidate status of the principal. In this case, each requirement of AO 1982-15 is met.

First, as has been noted, Mike Whalen has long appeared in Machine Shed advertising. In the substantial majority of broadcast ads, he either identifies himself, or in some television ads is identified by prominent on-screen graphics. This has not changed, and the current ads make no mention of his candidate status. *See Attachments 1 and 2.*

Second, the Machine Shed has long tied its advertising and public relations to the Iowa farm community and used images of farm equipment and farmers. *See Attachments 3, 4 and 6 through 11.* Similarly, broadcast ads of 30 seconds or more have long opened by tying the restaurants to the farm community.

For example, here is the script of the Machine Shed's 2005 advertisement:

Mike Whalen: The Machine Shed was founded on a simple premise: make sure the Iowa farmer is proud of the meals we serve.

(Whalen appears on screen)

Hi, I'm Mike Whalen. The Iowa Machine Shed's turning 27 years old this year, but our award winning juicy pork

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chops, our USDA choice steaks, and our home made from scratch pies and soup are getting better than ever.

Drop by the Iowa Machine Shed, just off of Interstate 80 in Davenport and Des Moines. We'll look forward to sharing the best that Iowa agriculture has to offer.

See Attachment 1, Title 11.

Compare that script to this script from September 2000 (See Attachment 1, Title 2):

Mike Whalen: Here in the heart of America we're lucky – our farmers raise the best food in the world.

(Whalen appears and is prominently identified by name on screen)

Our Machine Shed restaurants have been serving nothing but the best food for three decades. The Machine Shed's pork is world renowned. You should try our roast pork loin stuffed with sage dressing. Our Iowa chop is so thick some call it a little pork roast, and our barbecue's the best around. The flavor isn't brushed on, it's roasted in.

Why not enjoy the best food around? Head to the Shed – the Machine Shed, that is.

Or compare this ad, also from 2000 (See Attachment 1, Title 4):

Mike Whalen: You know at the Machine Shed we're dedicated to the American farmer.

(Whalen appears and is prominently identified by name on screen)

That dedication has led us to search out the best in Midwestern beef. Our chefs are preparing for you only the best beef that's raised by your neighborhood family farmers. This beef is aged to perfection and tenderness. You should try our cattleman's choice – it's a top sirloin stuffed full of homemade dressing. Our prime rib is slow roasted, tender, and melts in your mouth. And our filets are wrapped in bacon and char-grilled.

Beef – it's what's for dinner at the Shed.

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Other than the fact that in the 2000 ad series, Whalen is identified by prominent on-screen graphics, whereas in the 2005 ad Whalen identifies himself, but his name does not appear on screen, the ads are entirely similar in approach and theme – one sentence of praise of the farm community, as an introduction to the restaurant menu.

Third, not only has the Machine Shed's advertising not changed in tone or general content, but there is no evidence that the Machine Shed has in any way changed its normal advertising practices. The proper measure of Machine Shed advertising, used by the company, is as a percentage of gross restaurant sales for each site. While it is true that the Machine Shed spent more dollars on broadcast advertising for its Davenport restaurant in 2005 than in 2004, its spending, and the increase from 2004 to 2005, was well within the company norms of advertising. *See* Table 1. The Davenport market (in Iowa's First Congressional District) devoted 1.19% of sales to advertising in 2005, substantially less than the Appleton, Wisconsin market (1.50%) or the Urbandale, IA market (1.29%). Indeed, broadcast ad spending in Davenport, as a percentage of sales, was a full 25% below that of the Appleton, Wisconsin market. Additionally, the percentage spent on advertising was lower than amounts regularly spent in other markets in prior years. *See* Table 1. As a dollar value, broadcast advertising for the Davenport restaurant increased from 2004 to 2005 by \$13,204. This, too, is not unusual. For example, broadcast advertising in the Urbandale area (outside the First Congressional District) increased from 2003 to 2004 by \$26,072. In Olathe, Kansas, where total restaurant sales are less than half that of Davenport, broadcast advertising buys increased by \$16,928 from 2002 to 2003. On a percentage basis, broadcast advertising in Davenport increased by 44% from 2004 to 2005. By comparison, in Olathe it increased by 65% from 2004 to 2005. Such increases in market advertising occur in other years as well. For example, from fiscal year 2003 to fiscal year 2004, broadcast advertising was increased by 55% in Des Moines.

The Machine Shed has long used a variety of regional and even national advertising, both print and broadcast, as noted in the Statement of Facts and seen in Attachments 5, 12, 13, and 14. Broadcast ads have long reached urban areas where "there are no Machine Shed restaurants," particularly Dubuque.

Finally, the Complainant adds various unremarkable facts to the mix, for reasons somewhat inscrutable, and we address these briefly. For example, Complainant states that, "it is undisputed that Carmen Darland, a corporate employee, wrote the script for the corporate-funded TV ad, acting in her capacity as a corporate employee." Complaint at 6. If this leads to a violation, this is a particularly novel interpretation of the law. It would be odd, indeed, if the script were not written by someone employed by or hired by the Machine Shed Company, and hard to imagine how most corporations would function if their ads were not written by people acting for the corporation. The Complainant seems to have her legal analysis backwards: If these ads were written for a campaign committee, it might be a corporate contribution for a corporate employee to write the ad

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while on company time, but it is assuredly not a corporate contribution to a campaign when a corporate employee performs her normal work for the corporation for which she works. Similarly, complainant states that an employee of Victory Enterprises, the company that produced the ad for the Machine Shed, appears in the ad as an "extra." Complaint at 4. Again, it is unclear what this "allegation" is intended to add to the mix. One would expect to find employees of an ad firm appearing as extras in ads produced by the firm. In making these allegations, complainant seems to be arguing that a company that produces political advertising is prohibited from producing commercial advertising for anyone, since by definition its commercial productions will be written on behalf of a corporation, and often feature the production company's employees as extras.

The Commission should conclude the obvious: A corporation does not make a contribution to a campaign when it runs advertisements that do not mention the campaign, do not mention the candidacy status of any individual, do not mention any election or political issue, and do not vary from the corporation's traditional, long-standing advertising themes and practices. *See* AO 1982-15 (ads are not contributions when, "these advertisements will be aired, televised and written irrespective of any possible candidacy for Congress.")

2. No Illegal Corporate Contributions were Made to or Accepted by the Campaign.

As it has been shown that there were no illegal corporate contributions, "Count II," alleging that Whalen for Congress received illegal contributions, must be dismissed with a No Reason to Believe determination. Furthermore, even if such ads were campaign expenditures pursuant to "Count I," they would be independent expenditures, for which Mike Whalen for Congress would have no liability.

3. The Machine Shed's Advertising is Not a Coordinated Expenditure Under the Law.

An otherwise legal expenditure not subject to limits or prohibitions may nonetheless be treated as a contribution to a campaign if it is "coordinated" with the candidate's campaign. Whether or not an expenditure is coordinated is determined pursuant to 11 C.F.R. § 109.21. Under Section 109.21, a communication is only considered coordinated if it meets both a conduct standard and a content standard. *See* 11 C.F.R. § 109.21(a).

At the outset, and following the factual discussion above, the Respondents deny any and all allegations that their activities meet the required conduct standard established by Section 109.21(d). However, it is not necessary to review Respondents' conduct, because the content standard of 109.21(c) is clearly not met. This case epitomizes the reason that the Commission adopted a clear, bright line content standard: it allows a respondent to quickly establish his or her innocence, avoiding a lengthy and expensive

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investigation just to prove one's innocence. It is that investigation, as we have seen, as much as any ultimate legal resolution, that is the goal of the nuisance filings such as this complaint.

Here, the Complainant argues in "Count III" that the content standard is met because the Machine Shed ads, "in the context of the totality of circumstances," republish campaign material. Respondents are not sure what it means to "republish" something "in the context of the totality of circumstances." But whatever it might mean, it is not the law. Complainants claim that the "images, language, themes, and messaging" are "substantially similar" to those used by the campaign. Complaint at 7. It would seem to go without saying that "republishing" is quite different from "similar." "Republishing," in ordinary language, is a copy of the original, whereas most anything can be "similar." Indeed, if Mr. Whalen's opponent, Brian Kennedy, decided to discuss issues such as the difficulties faced by the Iowa farmer or John Deere Industries, he too would be using "themes," and probably "language" and "imaging," "substantially similar" to those used by Mike Whalen for Congress.

In fact, the regulation refers not merely to "republishing," but to "republishing... materials prepared by a candidate," 11 C.F.R. § 109.21(c) (2). The added modifying phrase, "prepared by a candidate," makes clear that "republishing" means not merely the use of "similar" "images and themes," but the copying of "materials" actually prepared by the campaign, i.e., replicas of campaign materials. *See also, e.g.*, 67 Fed. Reg. 12838, Mar. 20, 2002 (Explanation and Justification to Rules on Independent Expenditure Reporting); 68 Fed. Reg. 429, Jan. 3, 2003 (Explanation and Justification to Rules on Coordinated and Independent Expenditures).

The Commission has never adopted as a standard the idea that "substantially similar" material is republication of campaign material, and for good reason. The purpose of the prohibition on republication is to prevent an individual or group from simply absorbing the cost of a candidate's advertising by paying the cost of airing or printing the candidate's actual campaign material. To suggest that "similar themes" would amount to republication would all but eliminate the very notion of independent political spending, which is often, if not usually, tailored to themes similar to those used by the candidates. Not only would such a rule undercut the statutory (and, indeed, Constitutional) provisions for independent spending by political entities, but for non-political spenders, such as Machine Shed or Wendy's ("Where's the Beef?"), it would be devastating. The theory is breathtakingly audacious, and without support in any law or past ruling of the Commission.⁸

⁸ Indeed, Complainants are reduced to citing cases in which they admit the Commission approved the conduct – *see* Complaint, fn 23 – and citing them incorrectly at that, unless they really meant to cite to 2004-15, the David Hardy case, which is not a coordination case, but deals with the definition of "electioneering communications," something clearly not at issue here.

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Again, Respondents deny that they have engaged in any behavior that would meet the conduct requirements of 11 C.F.R. § 109.21(d).⁹ But further conduct analysis is not necessary, as the broadcast ads in question clearly fail to meet the content standard of 11 C.F.R. § 109.21(c).

4. As Whalen for Congress Did Not Receive a Contribution from Machine Shed or Any Other Corporation, it Cannot be Guilty of Failing to Report such a Contribution.

As the above facts show, Whalen for Congress did not receive a contribution from the Machine Shed or any other corporation. Thus, there is no contribution to report and no legal basis for "Count IV."

5. "Stand-By-Your-Ad" and Disclaimer Provisions Do Not Apply to Advertising Not Paid for by the Campaign.

Nowhere is the specious nature of this entire complaint more on display than in "Count V," in which Complainant alleges that the Respondent Machine Shed failed to include disclaimers and the "Stand-by-your-ad" statement, as required in 11 C.F.R. § 110.11. Complaint, p. 8.

On its own terms, Section 110.11 applies only to four types of communications:

- a) public communications for which a political committee makes a disbursement;
- b) public communications containing express advocacy;
- c) public communications soliciting a contribution; and
- d) electioneering communications.

11 C.F.R. § 110.11(a)

It takes very little effort to see that the activity alleged in this complaint does not fall into any of these categories. The very gravamen of the complaint is that the ads were not funded by a political committee, eliminating (a). It is not alleged that the ads contain express advocacy, and they do not, eliminating (b). It is not alleged that they solicit a contribution, and they do not, eliminating (c). And it is not alleged that they are electioneering communications, which by definition are made only within 30 days of a primary or 60 days of a general election, eliminating (d). That the Complainant can cite to the proper section of the Code, and then ignore it completely, is revealing. If it were possible to sanction parties for frivolous complaints, this would merit sanctioning.

⁹ Respondents note, however, that once again the indicia of coordination are lacking – Respondent Corporation did not alter the content or placement of its advertisements, or their quantity beyond normal business fluctuations; there was no collusion or sharing of material information; and the ads were not made at the request or suggestion of the candidate or his campaign. See 11 C.F.R. § 109.21(d).

MUR 5691, Response
p. 14

III. Conclusion

This complaint appears to have been filed in the belief that Complainant could garner some positive press coverage – or at least negative press coverage for the rival, front-running campaign – and that the Commission would not be able to issue the appropriate No Reason to Believe determination in favor of the Respondents until after the June 2006 primary. As this response shows, however, this complaint can be opened and dispatched in a minimal amount of time, and we urge the Commission to activate and dismiss it promptly.

The advertising by the Machine Shed Restaurants has been in the ordinary course of business, utilizing themes long associated with the Machine Shed. Such advertising does not constitute a contribution; the public communications do not meet the definition of a “coordinated expenditure” because they fail to meet both the conduct and content standards of 11 C.F.R. § 109.21(c), and the communications are not, under any circumstances, subject to disclaimer or “stand-by-your-ad” provisions. For all the reasons stated above, Respondents ask the Commission to find that there is no reason to believe that Respondents violated any provision of the Federal Election Campaign Act or Commission regulations and dismiss this matter promptly.

Respectfully Submitted,



Brett G. Kappel
Counsel for Respondents Whalen for
Congress, Kirk Whalen, individually and as
Treasurer, Iowa Machine Shed Co., Carmen
Darland, and Brian Dumas

cc: Hon. Michael Toner, Chairman

Attachments:

1. DVD, Iowa Machine Shed Television ads, 1989-2005.
2. DVD, Iowa Machine Shed Radio ads.
3. Machine Shed Menu, circa 1996.
4. Machine Shed Menu, current.
5. Print ad, Iowa Pork Producer Magazine, January 2004.
6. Bus Tours Magazine, December 2000.
7. Restaurants and Institutions, June 1, 2003.
8. Restaurant Business, February 15, 2002.
9. Quad Cities Biznet, October 1, 2000.

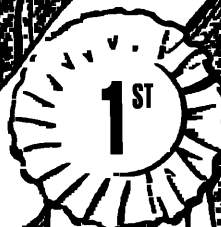
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MUR 5691, Response
p. 15

10. Peoria Journal Star, May 23, 2000.
11. Des Moines Register, June 24, 1991.
12. Midwest Living Ad, 2004 and coverage area.
13. AAA Living Ad, 2004 and coverage area.
14. KWQC TV6 Primary Coverage Map.

WISCONSIN
MACHINE SHED

**NATIONAL
PORK
RESTAURANT
OF THE
YEAR**



**AMERICAN
COOKING
FESTIVAL
AWARD**



**WINNER
.....
BEEF
BACKER
AWARD**



**Taste
of
Elegance**

**NATIONAL
GOLDEN
BUTTERKNIFE
AWARD**

ATTACHMENT 3

27044161060

AMERICAN EATERY

SANDWICHES

Our sandwiches are served on our specially baked bread (old fashioned white, marble rye, or wheat) that has a rich homemade flavor. Let us know if you'd prefer real butter or mayonnaise on the side.

All sandwiches are served with creamy cole slaw, cottage cheese, and a pile of fries.

Pork Tenderloin Sandwich	5.45
People actually talk about it! Freshly battered and deep fried golden brown. One of our most popular sandwiches.	
Boneless Pork Chop Sandwich	5.45
The pork producer's favorite. Butterflied & charbroiled.	
Reuben	6.15
Corned beef thinly sliced and piled high, topped with sauerkraut, Swiss cheese, and then grilled on our rye bread.	
Smoked Turkey Reuben	6.15
The classic reuben with a twist. Tender hickory smoked turkey, Swiss cheese, 1000 island dressing, and cole slaw, grilled on our rye bread. Featured in newspapers across the nation when it was recognized by the American Dairy Association!	
Our Club	6.15
Bacon, turkey, ham, and American cheese with lettuce and tomato on our home-style toasted bread.	
BBQ Pork Sandwich	5.45
Lightly smoked pork topped with our savory BBQ sauce.	
America's Hamburger	4.95
1/3 lb lean ground beef patty, charbroiled to order. With cheese add 30¢.	

A Tisket, A Tasket, Pick a Basket...

Includes cole slaw, cottage cheese, and French fries.

Chicken Basket	4.99
Breaded strips of real chicken breast.	
Shrimp Basket	5.99
Deep fried popcorn shrimp.	

Light Chore Dinners™

Served with our fresh baked breads, cole slaw and cottage cheese.

Chicken Fried Steak	7.99
Hand breaded with our special seasonings, served with mashed potatoes and country gravy.	
Hot Beef Pot Roast Sandwich or Roasted Turkey Sandwich	5.50
Served with real mashed potatoes & gravy.	

Smokeout Wednesdays

Hickory Smoked BBQ Pork Ribs
BBQ Glazed Chicken
Zesty Smoked Beef Brisket

Any two - \$9.99
All three - \$10.99

Fish Fry Fridays

All-You-Can-Eat
Prime-Cut
Canadian Cod

A deal at \$6.95

MACHINE SHED BAKESHOP

Our bakers work all night to make it fresh. It takes a lot of extra effort to do things the old-fashioned way, but you can taste the difference!

A Thick Slice of Homemade Pie (Fruit or cream)	1.99
The Shed's Famous Apple Dumpling	1.99
Good Ol' Fruit Cobbler (Whatever's in season!)	1.99
Ice Cream (A heapin' scoop of vanilla, chocolate or cinnamon)	.99
Hot Fudge Brownie Sundae	2.75
Chocolate Chip Cookie Sundae	2.25
Hot Fudge Sundae	1.99

Why not take home a delicious 11" extra deep-dish homemade pie for only \$8.95?

WET YOUR WHISTLE

Feel free to order from our full-service bar.

MAXWELL HOUSE COFFEE

Hot or Iced Tea	1.10	Pepsiola
Milk	small 80 - large 99	
Chocolate Milk	small 80 - large 99	Soft Drinks & Lemonade
Hot Chocolate	99	

Old Fashion' Root Beer Float 2.50
A large 32 ounce frosted mug filled with three heaping scoops of vanilla ice cream and topped with old fashion' root beer.



JUMP STARTERS™

Burnt Ends	3.99
Pork and beef cooked low and slow in our old fashioned hardwood smoker. Topped with our own BBQ sauce and served up hot and tender.	
Farm Hand Breaded Mushrooms	3.99
Tender mushrooms grilled with butter and spices then lightly hand-breaded in crushed cracker crumbs. Served with ranch-style dipping sauce.	
County Fair Onion Rings	2.99
A full pound of fresh thinly sliced onion rings hand breaded with our own light seasonings just like you would get at your local county fair.	
Dairy Fresh White "Sheddar" Melts™	3.99
Mild white Wisconsin cheddar hand carved and battered in our special seasonings then lightly fried. Served with our own house BBQ sauce.	
Our Combination	6.99
This tasty sampler comes served up Family Style with all of the above selections. Big enough to serve four.	



All of our home-stock soups are made from scratch. No canned soups here! The homemade difference is bound to make a soup lover out of you. Take a gander at the old cook stove for the hearty soup of the day, or ask your server.

Soup of the Day	Ladle Full 1.50 or a Hearty Bowl 2.50
Baked Onion Soup	a Hearty Bowl 2.50
Baked Potato Soup	Ladle Full 1.50 or a Hearty Bowl 2.50
Creamy white chowder loaded with tender red potatoes and topped with Wisconsin Colby cheese, crisp bacon, and chopped green onion. Unique to The Machine Shed - One of our great recipes!	



SALADS

Fresh from the garden!

Cobb Salad 5.99
Fresh greens of iceberg and romaine, julienne of turkey, Swiss cheese, chopped bacon, avocado, alfalfa sprouts, tomato, black olives, chopped egg, and real bleu cheese.

Smoked Turkey Salad	5.99
Tender hickory smoked breast of turkey, with Swiss and Colby cheeses, served on a bed of fresh greens, tomatoes, and cucumbers.	
Seafood Salad	5.99
Shrimp and crab blended with Alaskan whitefish, served over fresh greens, with fresh tomatoes, and hard-cooked eggs.	
Chef Salad	5.99
Full of julienne ham, turkey, Colby and Swiss cheeses, with tomatoes, hard-cooked eggs, and the chef's imagination.	
Tossed Shed Salad	2.50
Fresh lettuce generously tossed with cucumber, tomato, shredded carrots, and red cabbage.	

All our salads come with your choice of homemade dressings! Try The Shed's own creamy parmesan house dressing.

JUST FOR KIDS!

Every day kids have their choice of.

Hamburger

Hot Dog

Grilled Cheese Sandwich
or Chicken Basket

includes fries and a beverage

\$1.99

Tuesday is Family Night!

On Tuesday nights, kids' meals come with ice cream too, and are only 99¢!



27044161061

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FARMING IS EVERYONE'S BREAD AND BUTTER



OUR COMMITMENT
Dedicated to
The American Farmer
We take that dedication very seriously. Farming is everybody's bread and butter, and America's farmers take the lead in producing the best, least costly food of any nation. We use only the freshest quality ingredients to honor their efforts.

WE USE FARMLAND
PORK AND
BLACK ANGUS BEEF
PRODUCTS

Proud to be farmer-owned™

Serving Fixin's Family Style™

Here at The Shed we start your meal off with our famous homemade cole slaw, cottage cheese, and our fresh baked breads with real butter. Then alongside your dinner you get vegetable, potato of the day, and sauerkraut if you like, all served family style.

THE MACHINE SHED'S ROAST PRIME RIB OF BEEF

Slow roasted, specially aged USDA Choice grain fed beef. We'll gladly substitute a baked potato for potato of the day.

The Farmer™	15.99	The City Slicker™	12.99
A 14 oz. boneless cut served au jus. You may need the hired man to help you with this one!		A 10 oz. cut for the lighter appetite. The farmer's daughter's favorite.	

FARM STYLE FAVORITES

Roasted Pork Loin	8.99
Stuffed with country sage dressing, sliced and served with delicious pan gravy. Winner of the Great Iowa Pork Cookoff.	
Tangy Tenderloin™	9.75
Pork loin stuffed with seasoned sausage and tangy spices, served with sour cream and branched cherries. Another Great Iowa Pork Cookoff winner.	
Old Fashion' Pot Roast	8.99
Just like mom used to make. Slow roasted with garden fresh onions, carrots, and baby red potatoes.	
Baked Ham	8.99
Our own specially-prepared dry cured ham, roasted tender and juicy. Hand carved and served with branched cherries.	
Roast Turkey Breast	8.50
Sliced breast of real roasted turkey, served with Grandma's favorite home-style dressing, mashed potatoes, gravy, and cranberries.	
Fried Chicken	8.50
A large four-piece portion of chicken prepared with The Shed's own secret spices and served with mashed potatoes and gravy.	
Chicken Livers	8.75
Served up fancy style with fresh mushrooms and sherry.	
Beef Liver	7.75
Tender beef liver grilled with bacon strips and onions.	



SMOKEHOUSE CLASSICS™

These classics are all hardwood smoked right here at The Shed. You probably experienced the mouth waterin' smoky aroma when you walked in. We use a big, old fashioned wood smoker (which makes the meat slightly pink) and take the extra effort to baste and slow cook all of our meats. (The smells are free!)

Hickory Smoked Pork Ribs	13.99
A full slab of slow-roasted tender loin back ribs. Basted and charbroiled.	
Hickory Smoked Chicken	8.50
Fresh half chicken dusted with our spices, slow smoked and glazed with our signature BBQ sauce.	
Hand Carved Beef Brisket	8.99
A generous portion of hickory smoked beef brisket. Perfectly seasoned and sliced thin.	
Hungry Man's Combination Platter	12.99
A half-slab of our hickory-smoked loin back rib with your choice of hand-carved beef brisket or our tender and juicy smoked chicken.	

GONE FISHIN'™



Catfish	9.50
Full pound of pond raised catfish breaded with our delicious seasonings. It's a Midwestern favorite.	
Canadian Cod	8.50
We purchase the finest cod caught in the cold waters of the Northern Territories. Lightly breaded and deep fried.	

FROM THE BUTCHER'S BLOCK

Our steaks are aged to perfection, cut fresh daily in our own in-house butcher shop from USDA choice grain-fed beef, and charbroiled to your liking. Baked potato is available with these items.

Hired Man's Steak™	15.99
A 20 oz. top sirloin, hearty enough to satisfy even the biggest appetite.	
Ribeye	11.99
10 oz. tender favorite.	
One Pound Ribeye	16.99
Hand-trimmed to our specifications.	
T-Bone	16.99
Even a field hand will have trouble getting around this 16 oz. cut.	
Butcher Shop Porterhouse	19.99
We offer you 24 ozs., that's right - 24 ounces of choice beef for the real beef lover.	
Haybaler Top Sirloin™	10.99
A 10 ounce cut. The Beef Producers' most flavorful steak.	
The Cattleman's Choice™	11.99
We charbroil our top sirloin and stuff it full with seasoned bread crumbs, mushrooms, Swiss cheese, garlic, and secret spices. Topped with our Pioneer sauce.	



PLOWMAN'S FARE™

America's Cut	9.50
A boneless cut out of the heart of the pork loin, served with our hunter's style mushroom and white wine sauce.	
Iowa Pork Chop	9.50
Even the most dedicated Badger and Illini fans will cheer for this chop.	
Smoke House Pork Chop	9.50
A dry-cured, thick-cut, melt-in-your-mouth pork chop.	
Stuffed Iowa Chop	10.50
A two-inch thick center cut bone-in chop stuffed with sweet apple-raisin dressing, baked to perfection and topped with apple glaze. A winner in the National Pork Recipe Contest.	
The Badger Delight™	9.75
Our own butcher takes whole pork tenderloins, trims 'em, wraps 'em, with bacon, then broils and bakes 'em. Definitely the field hand's favorite.	
The Combine™	11.99
Our award winning combination platter! Three of our delicious prize winning entrees - The Roasted Pork Loin, The Badger Delight, and our Tangy Tenderloin.	
The Pioneer™	9.99
Winner of the Iowa Pork Producers' "Taste of Elegance." Grilled pork tenderloins on a bed of home style noodles topped with a fresh, light garlic herb sauce.	

Tells you this dish is an award winner.
 Child's portion available for children under 12.

AMERICAN FARMER



The Machine Shed is dedicated to that hard-working proud example of the American way of life: The Farmer

Through the years the American farmer has consistently stood for the ideals that have helped make our country great. His love of the land and respect for nature and all its wonders, his love of God and Country should serve as an inspiration to us all.

The farmer's love and generosity toward his fellow man is legendary. Barn raisings, husking bees, threshing crews - these are memories of early farmers, and this generous spirit lives on today as farmers continue to work together to help one another.

The Machine Shed is decorated with farm tools and implements from the turn of the century. Look around and become aware (or reminisce if you admit to "remembering") of just a part of the rich heritage left today's generation by its grandparents and great-grandparents. While modern machinery has perhaps eased some of the early farmer's load, the spirit and courage of these men and women has lived on.

We are proud to salute the American Farmer!

Farmland Foods and The Machine Shed Restaurant

Farmland Foods, America's largest farmer and rancher-owned cooperative, with about 500,000 owner-members, and The Machine Shed Restaurants, which are "Dedicated to the American Farmer," are proud to be partners in bringing you great food - with grain-fed Farmland Black Angus beef and extra-tender pork.

The Machine Shed's Roots

We opened the original Iowa Machine Shed Restaurant in 1978 in rural Davenport, Iowa, with just over 100 seats. Our location wasn't great and much of the equipment was old (but clean) and broken too often. We were all pretty young and green. But we started with a powerful commitment, that commitment was a simple five word constitution - "Dedicated to the Iowa Farmer." That dedication meant that we worked to have a restaurant that wasn't just "farm" themed, but would be something that farmers could be proud of. That meant using only the best pork and beef, real whipped cream on the pies, hearty soups, fresh baked goods made from scratch, and little things like genuine mashed potatoes and real butter. Although we still had a lot to learn, that dedication guided us through the early days. Even though money was tight, we were never tempted to go the cheaper route.

Thanks to you, folks liked The Machine Shed from the start. The original Machine Shed has been expanded and improved many times. And now, other Machine Sheds have sprung up in Des Moines, Iowa; Olathe, Kansas; Rockford, Illinois; and Pewaukee, Wisconsin. Along the way we have been delighted to have received a bushel basket full of honors from farm groups like the Pork Producers and the Beef Industry Council. We're constantly trying to live up to those honors in the food we prepare and in the way we bring it to you.

Thanks for your help.

Mike Whalen

Mike Whalen, Owner



Farm Youth Scholarships

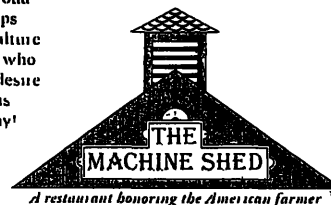
The Machine Shed Restaurants are proud to present a series of college scholarships for students pursuing a career in agriculture. \$1,000 gifts are awarded to individuals who have demonstrated a commitment and desire to be a part of America's best - our farms. Ask your server for an application today!



The Whalen Family
Katie, Mike, Kim and Christopher
and of course - Roo Dog



Proud to be farmer-owned™



Visit us at these great
Machine Shed locations:

I-80 at Exit 292
Northwest Boulevard
Davenport, Iowa

I-80/35 at Exit 125
Hickman Road
Urbandale, Iowa

I-90 at Exit 63
East State Street (Bus 20)
Rockford, Illinois

I-35 at Exit 220
119th Street
Olathe, Kansas

I-94 & Highway J
Pewaukee, Wisconsin

DUTCH QUALITY HOUSE



Sunshine



Diamond Crystal



Northern
Star



REV 7/95

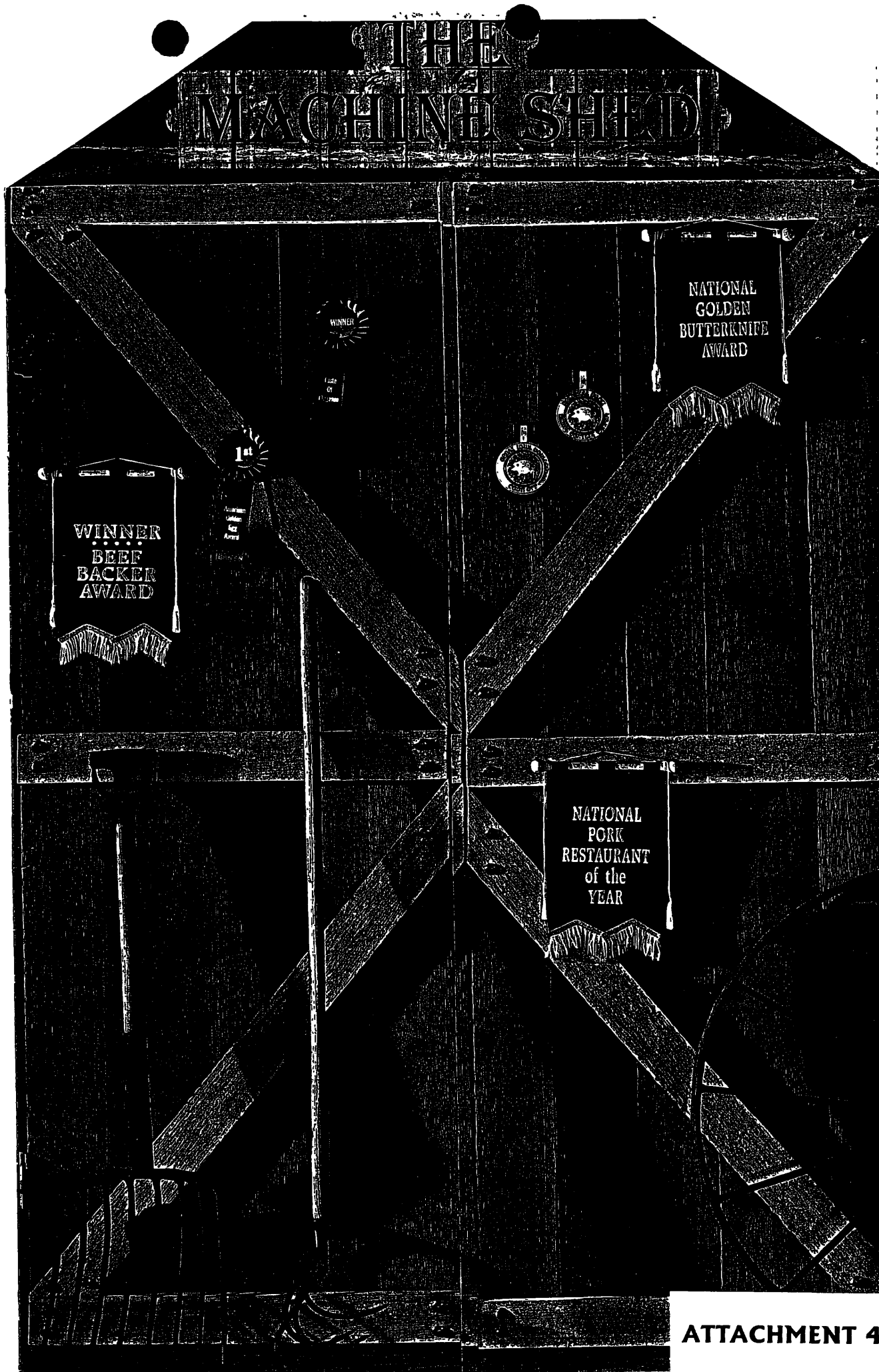
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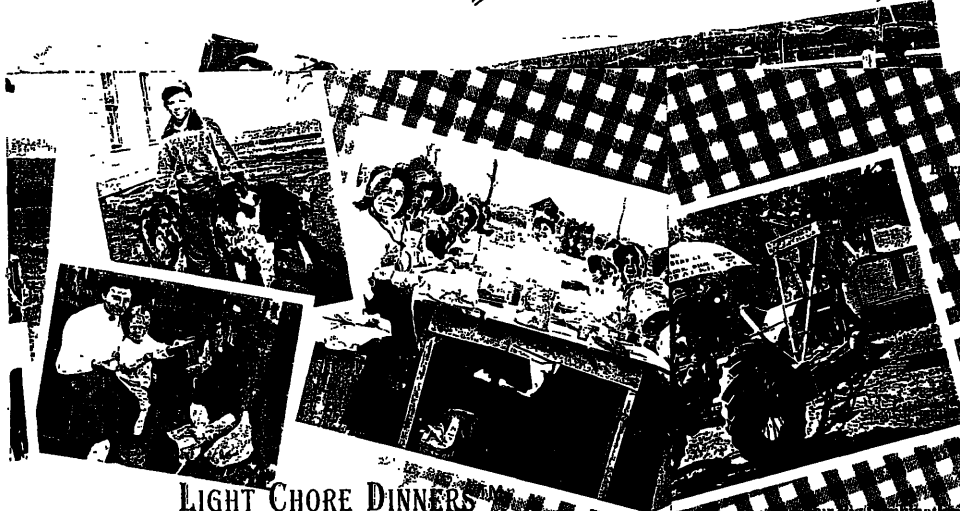


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THE AMERICAN FARMER



JUMP STARTERS

- Hand-broiled low and slow in our old hickory hardwood smoker. Topped with our own BBQ sauce and served up hot and tender! \$4.99
- Hand-Breaded Mushrooms . . . 3.99
Mushrooms grilled with butter and spice then lightly hand breaded in crushed cracker crumbs. Served with ranch-style dipping sauce
- Country Fair Onion Rings . . . 3.99
Full pound of fresh thinly sliced onion rings hand-breaded with our own light seasonings just like you would get at your local county fair
- Dairy Fresh White "Sheddar" Melts™ . . . 4.49
Mild white cheddar battered in our secret seasonings then lightly fried. Served with our own house BBQ sauce

LIGHT CHORE DINNERS

Served with our fresh baked breads, cole slaw, and country gravy

- Chicken Fried Chicken . . .
A hand-breaded chicken filet, lightly seasoned and topped with our fresh country gravy
- Chicken Fried Steak . . .
Hand-breaded with our special seasoning, served with mashed potatoes and country gravy
- Hot Beef Pot Roast or Roasted Turkey Sandwich . . .
Served with real mashed potatoes and gravy

SANDWICHES

Sandwiches are served with creamy coleslaw, cottage cheese and a pile of fries. Our sandwiches are served on our specially baked bread, (old fashioned white, wheat, or marble rye). Let us know if you'd prefer real butter or mayonnaise on the sides.

- Pork Tenderloin Sandwich . . . 5.99
Not your ordinary sandwich - freshly battered and deep fried golden brown. One of our most popular sandwiches
- Boneless Pork Chop Sandwich . . . 5.99
The pork producer's favorite. Butter-fried and char-broiled
- Reuben . . . 6.49
Cured beef thinly sliced and piled high, topped with sauerkraut and Swiss cheese on grilled rye bread
- Smoked Turkey Reuben . . . 6.49
Featured in newspapers across the nation! The classic reuben with a twist. Grilled tender hickory smoked turkey, Swiss cheese, 1000 Island dressing, and cole slaw, served on our marbled rye
- America's Hamburgers . . . 5.99
1/2-lb lean ground beef, char-broiled to order - with cheese add .30
- Oui Club . . . 6.49
Bacon, turkey, ham, and American cheese with lettuce and tomato on our home-style toasted bread
- BBQ Pork Sandwich . . . 5.99
Lightly smoked pork topped with our special BBQ sauce

A TISKET, A TASKET, PICK A BASKET...

Includes coleslaw, cottage cheese, and French fries

- Chicken Basket . . . 5.99
Breaded strips of real chicken breast
- Shrimp Basket . . . 7.49
Beer battered shrimp

MACHINE SHED BAKESHOP

Our bakers work all night to make it fresh. It takes a lot of extra effort to do things the old fashioned way, but you can taste the difference!

- A Thick Slice of Homemade Pie . . . Fruit 1.99 Cream 2.99
Apple pie, cherry pie, blueberry, peach, red raspberry, pecan, lemon, chocolate cream, coconut cream, banana cream
- The Shed's Famous Apple Dumpling . . . 2.99
- Good Ol' Fruit Cobbler (Whatever's in season!) . . . 2.49
- Ice Cream (A heaping scoop of vanilla, chocolate or cinnamon) . . . 1.50
- Hot Fudge Brownie Sundae . . . 2.99
- Chocolate Chip Cookie Sundae . . . 2.99
- Hot Fudge Sundae . . . 2.99

Why not take home a delicious 11" extra deep-dish homemade pie for only \$9.99

WET YOUR WHISTLE

Feel free to order from our full-service bar

- Coffee, Hot or Iced Tea . . . 1.29 Soft Drinks & Lemonade . . . 1.00
- Milk . . . small 80 large 1.40 Hot Chocolate . . . 1.00
- Chocolate Milk . . . small 80 large 1.40 All Soft Drink Refills . . . FREE
- OLD FASHION' ROOT BEER FLOWERS . . . 2.99

A large 32 ounce frosted mug filled with ice cream, topped with old fashioned root beer

SIMMERIN' SOUPS

Our home-style soups are made from scratch. No canned soups here! The little made difference is bound to make a soup lover out of you. Take a gander at the comfort stove for the hearty soup of the day, or ask your server

- Soup of the Day . . .
Ladle Full 1.99 or a Hearty Bowl 2.99
- Baked Potato Soup . . .
Ladle Full 1.99 or a Hearty Bowl 2.99
- Chili . . .
Ladle Full 1.99 or a Hearty Bowl 2.99
- Baked Onion Soup . . .
A Hearty Bowl 2.99
- Creamy white chowder loaded with tender Idaho red potatoes and topped with Colby cheese, crisp bacon, and chopped green onion. Unique to the Machine Shed - One of our great recipes!

SALADS

- Cobb Salad . . . 6.99
Fresh greens of iceberg and romaine, julienne of turkey Swiss cheese, chopped bacon, avocado, alfalfa sprouts, tomato, black olives, chopped eggs, and real blue cheese.
- Grilled Chicken Caesar . . . 6.99
Caesar drizzled greens topped with lemon pepper grilled chicken, Asiago cheese, tomato, and lemon
- Hot Fried Chicken Salad . . . 6.99
Fresh greens tossed with honey mustard dressing, cheddar cheese, sliced hot fried chicken, tomato, and egg
- Seafood Salad . . . 6.99
Shrimp, crab surimi, served over fresh greens, with fresh tomatoes and hard-cooked eggs
- Chef Salad . . . 6.99
Full of julienne ham and turkey, Colby and Swiss cheeses, and the chef's imagination with tomatoes, hard-cooked eggs, and the chef's imagination
- Tossed Shed Salad . . . 3.49
Fresh lettuce generously tossed with cucumber, tomato, shredded carrots and red cabbage
- Blackened Chicken Tortilla Salad . . . 6.99
Fresh greens tossed with ranch salsa, topped with diced tomatoes, black olives, cheddar cheese, blackened chicken breast, warm tortillas, sour cream, and salsa
- All of our salads come with your choice of homemade dressings!
- Try the Shed's own creamy parmesan house dressing

JUST FOR KIDS

Every day kids have their choice of Hamburger • Hot Dog Grilled Cheese Sandwich or Chicken Basket includes fries and a beverage \$2.49

Tuesday is Family Night!

On Tuesday nights, kids' meals come with ice cream too, and are only 99¢

Child portion available for children under 12 on these dinner menu items.



THE MACHINE SHED

FARMING IS EVERYONE'S BREAD AND BUTTER

Serving Fixin's Family Style™

Here at the Shed we start your meal off with our famous homemade cole slaw, cottage cheese and our Fresh Baked Breads with real butter! Then alongside your dinner you get our sauerkraut if you like, vegetable, and the potato of the day, all served family style.

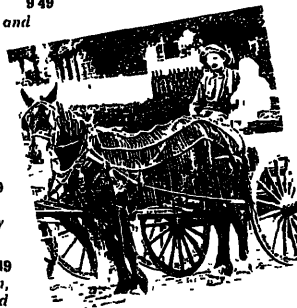


THE MACHINE SHED'S PRIME RIB OF BEEF

- The Farmer™** 16.99
A 14 oz. boneless cut served au jus. You may need the hired man to help you with this one!
- City Slicker™** 12.99
A 10 oz. cut for the lighter appetite. The farmer's daughter's favorite. We'll gladly substitute a baked potato for potato of the day.

FARM STYLE FAVORITES

- ⑤ **Roasted Pork Loin** 9.49
Stuffed with country sage dressing, sliced and served with delicious pan gravy. Winner of the Great Iowa Pork Cookoff.
- ⑤ **Tangy Tenderloin™** 10.99
Pork Loin stuffed with seasoned sausage and tangy spices, served with sour cream and branched cherries. Another Great Iowa Pork Cookoff winner.
- ⑤ **Old Fashion' Pot Roast** 8.99
Just like mom used to make. Slow roasted with garden fresh onions, carrots, and baby red potatoes.
- ⑤ **Baked Ham** 9.49
Our own specially-prepared dry cured ham, roasted tender and juicy. Hand carved and served with branched cherries.
- ⑤ **Roasted Turkey Breast** 9.49
Sliced breast of turkey served with Gramma's favorite home style dressing, gravy, and cranberries.
- ⑤ **Turkey Filet Mignon** 10.49
Filets of turkey breast tenderloins wrapped in bacon and roasted with light pepper and sweet molasses butter, served over wild rice.
- ⑤ **Fried Chicken** 9.49
A large four piece portion of chicken prepared with the Shed's own secret spices. Served with mashed potatoes and gravy.
- ⑤ **Chicken Livers** 8.99
Served up fancy style with fresh mushrooms and sherry.
- ⑤ **Beef Liver** 8.99
Tender beef liver grilled with bacon strips and onions.



SMOKEHOUSE CLASSICS™

Our classics are all hardwood smoked right here at the Shed. You probably experienced the mouth-watering smoky aroma when you walked in. We use a big, old fashioned wood smoker (which makes the meat slightly pink) and take the extra effort to baste and slow cook all of our meats to perfection. (The smells are free!)

- Hickory Smoked Pork Ribs** 14.49
A full slab of slow-roasted tender Back Ribs. Basted and charcoal broiled.
- Hickory Smoked Chicken** 9.49
Fresh half chicken dusted with our spices, slow smoked and glazed with our signature BBQ sauce.
- Hungry Man's Combination Platter** 12.99
A half slab of our hickory smoked loin back rib with our tender and juicy smoked chicken.

Enjoy a Hungry Man's Combination on
Smokehouse Wednesdays at the Shed for only 10.99

FROM THE BUTCHER'S BLOCK

Our steaks are aged to perfection, cut fresh daily in our own in-house butcher shop from USDA choice grain fed beef, and charcoal broiled to your liking.

Baked potato is available with these items.

- Hired Man's Steak™** 15.99
A 20 oz. top sirloin, hearty enough to satisfy even the biggest appetite.
- Ribeye** 12.49
10 oz. tender favorite.
- One Pound Ribeye** 16.99
Hand trimmed to our specifications.
- T-Bone** 16.99
Even a field hand will have trouble getting around this 16 oz. choice cut.
- Butcher Shop Porterhouse** 19.99
We offer you 24 oz., that's right - 24 ounces of choice beef for the real beef lover.
- Haybaler Top Sirloin™** 11.49
A 10 ounce cut. The Beef Producers' most flavorful steak.
- The Cattleman's Choice™** 12.49
We cook our top sirloin and stuff it full with seasoned bread crumbs, mushrooms, Swiss cheese, garlic, and secret spices. Topped with our Pioneer sauce.

Great Additions

- Sauteed Button Mushrooms** 1.49
- Grilled Onions** 1.49

PLOWMAN'S FARE

- America's Cut** 10.99
This is the filet mignon of pork and is the featured cut of the National Pork Producers Council. Charbroiled and served with a great mushroom wine sauce.
- Iowa Pork Chop** 10.49
Some folks call it a little pork roast. You'll understand why it's called the Iowa Chop after tasting our signature double roasted chop.
- Stuffed Iowa Chop** 11.49
A two inch thick center cut bone-in chop stuffed with sweet apple raisin dressing, baked to perfection and topped with apple glaze. A winner in the National Pork Recipe Contest.
- ⑤ **The Heartland Delight** 10.99
Our own butcher takes whole pork tenderloins, trims 'em, wraps 'em, with bacon, then broils and bakes 'em. Definitely the field hand's favorite.
- The Combine™** 12.49
Our award winning combination platter! Three of our delicious prize winning entrees - The Roasted Pork Loin, The Heartland Delight, and our Tangy Tenderloin.
- The Pioneer™** 10.99
Winner of the Iowa Pork Producers' "Taste of Elegance." Grilled pork tenderloins on a bed of home style noodles topped with a fresh, light garlic herb sauce.

GONE FISHIN'

- Catfish** 9.99
Full pound of pond raised catfish breaded with our delicious seasonings. It's a Midwestern favorite.
- ⑤ **Canadian Cod** 8.99
We purchase the finest cod caught in the cold waters of the Northern Territories. Lightly breaded and deep fried.



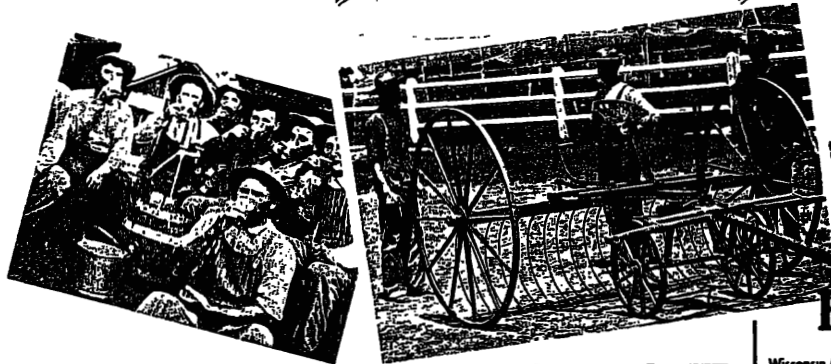
**All-You-Can-Eat
Fish Fry Fridays
\$7.49**

**Smokehouse
Wednesdays
\$10.99**



27044161099

THE AMERICAN FARMER



Heart of America

The Machine Shed is dedicated to that hard-working proud example of the American way of life The Farmer

Through the years the American farmer has consistently stood for the ideals that have helped make our country great His love of God and Country should serve as an inspiration to us all

The farmer's love and generosity toward his fellow man is legendary Barn raisings, husking bees, threshing crews - these are memories of early farmers and this generous spirit lives on today as farmers continue to work together to help one another

The Machine Shed is decorated with farm tools and implements from the turn of the century Look around and become aware (or reminisce if you admit to "remembering") of just a part of the rich heritage left today's generation by its grandparents and great-grandparents While modern machinery has perhaps eased some of the early farmer's load, the spirit and courage of these men and women has lived on

We are proud to salute the American Farmer!



WELCOME, FROM OUR FAMILY TO YOURS!

In 1978 we opened our first Machine Shed on the outskirts of Davenport, Iowa We had just 100 seats and we were all very young We didn't know much about the restaurant business, but knew we wanted to live up to our five word constitution, "Dedicated to the American Farmer" That dedication meant that we worked to have a restaurant that wasn't just "farm" themed, but would be something that farmers could be proud of We use only the best beef, pork and poultry, we cook from scratch using fresh ingredients and still peel our potatoes

Thanks to folks like you, we're successful and have built a nice collection of restaurants and hotels around the midwest You'll find the six Sheds on the maps to the right, and we'll soon be adding Machine Sheds in Aurora (suburban Chicago) Illinois and Lake Elmo (suburban Twin Cities), Minnesota In addition to our restaurants we have hotels that are family friendly and traveler's favorites

Our family has grown over the years as has our pride in serving only the best in midwestern hospitality So sit back and enjoy your meal We hope to see you again real soon



Mike Whalen

Wisconsin Machine Shed
Interstate 94 & Hwy J
Pewaukee, WI

Comfort Suites
Lake Country
Interstate 94 & Hwy J
Pewaukee, WI

Radisson
Interstate 94 & Hwy J
Pewaukee, WI

Thunder Bay Grille
Interstate 94 & Hwy J
Pewaukee, WI

Wisconsin Machine Shed
Hwy 41 at College Ave
Grand Chute, WI

Iowa Machine Shed
Exit 125, Interstate 80/35
Urbandale, IA

Comfort Suites at
Living History Farms
Exit 125, Interstate 80/35
Urbandale, IA

Wildwood Lodge
Exit 124 Interstate 80/35
Clive, IA

Sleep Inn
Exit 125, Interstate 80/35
Urbandale, IA

Wingate Inn
6800 Fleur Drive
Des Moines IA

Iowa Machine Shed
Exit 292, Interstate 80
Davenport, IA

Comfort Inn
Exit 292, Interstate 80
Davenport, IA

Thunder Bay
Grille
Exit 295A, Interstate 80
Davenport, IA

Crabbies Fish Cantina
E Kimberly Road
Davenport, Iowa

The Checkered Flag
I 80 / Exit 284
Walcott, IA

Gamma's Kitchen
I 80 / Exit 284
Walcott, IA

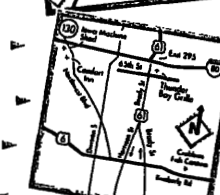
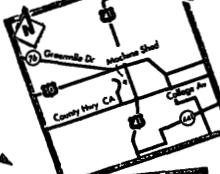
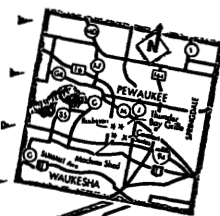
Planted Earth Cafe
3rd Avenue Exit
To River Drive
Moline IL

Illinois Machine Shed
Exit 63, Interstate 90
Rockford, IL

Thunder Bay Grille
Exit 63, Interstate 90
Rockford, IL

Kansas Machine Shed
Exit 220, Interstate 35
Olathe, KS

Comfort Suites
Olathe Station
Exit 220, Interstate 35
Olathe KS



HIGHLIGHTS

**IOWA
PORK
CONGRESS**

pork Checkoff Seminars checkoff Veterans Memorial Auditorium

Thursday, January 29, 2004

New Technologies in Swine Nutrition

Dr. Mike Tokach, Kansas State University

Dr. Bob Goodband, Kansas State University

Thursday 10:00 a.m. - 12:00 p.m.

Urbandale Room, Red Level

Dr. Tokach and Dr. Goodband will provide a wide array of new ideas to incorporate into your swine nutrition management strategies. Methods to improve efficiency, reduce costs and improve performance and net return through swine diets and feed management will each be discussed. This session will address creating diets for pigs in the breeding barn through the finisher to improve your bottom line.

Maintaining Swine Health with Biosecurity and Practical Management Techniques

Dr. John Carr, Iowa State University Diagnostic Lab

Dr. Pat Webb, Iowa Department of Agriculture and Land Stewardship

Thursday 10:30 a.m. - 12:00 p.m.

Smithson Room, Red Level

With biosecurity more important now than ever before, Dr. Carr and Dr. Webb will provide a common sense approach to disease prevention and maintaining high health status with practical management strategies.

An Update on State and Federal Regulations and Nuisance Lawsuits

Eldon McAfee, Attorney with Beving, Swanson and Forrest

Thursday 1:00 p.m. - 2:00 p.m.

Smithson Room, Red Level

This session will provide a thorough understanding of the complex regulatory requirements for Iowa livestock operations. McAfee will share the current and future rules that affect Iowa hog farmers, as well as an update on nuisance challenges facing livestock farmers in Iowa.

Managing Nurseries and Finishers - A Continuous Improvement Project


Dr. Mike Brumm, University of Nebraska

Thursday 1:00 p.m. - 2:00 p.m.

Urbandale Room, Red Level

Dr. Brumm offers logical advice for your farm management concerns. He will present the economics of double stocking wean-to-finish facilities and comparisons of whole barn close out versus sorting pigs at slaughter. Dr. Brumm will also share his latest ideas on feed and water management in post-weaned pigs.


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The Machine SHED RESTAURANT


Mike Whelan, Owner

We Value our Pork Producer Friends!




SLEEP INN

515-270-2424
800-233-1033
1-800-35-1112
Urbandale, IA




COMFORT SUITES

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800-395-7675
1-800-35-1112
Urbandale, IA



WILD WOOD

515-222-9871
800-528-1223
1-800-35-1112
Urbandale, IA



Radisson

515-285-7777
800-557-7048
Fleur Dr. & Army Post Rd.
Des Moines, IA

Owned & operated by Heart of America Restaurants, Inc.

SCHEDULE

HIGHLIGHTS



Company Sponsored Seminars

Veterans Memorial Auditorium

Wednesday, January 28, 2004

Rev Up Your Revenue with Robots

Swine Robotics, Inc.

Wednesday 10:00 a.m. - 11:00 a.m.

Whitfield Room, Blue Level

Guaranteed to increase in your productivity, efficiency, flexibility and labor safety. Learn from Dr Marty Mohr, a consulting vet with the Swine Vet Center, why they strongly encourage the use of products like the Boar Bot, developed by Swine Robotics, to make your operation a better-managed facility.

Microbial Feed Additives

Agri-King, Inc.

Wednesday 11:15 a.m. - 12:15 p.m.

Whitfield Room, Blue Level

Agri-King was recently awarded a U.S. patent for Tri-Lution, its direct-fed microbial feed additive for swine. Plan to attend this informative presentation on the benefits from incorporating a microbial feed additive into your management program.

Automatic Sorting Technology

Farmweld, Inc.

Wednesday 12:20 p.m. - 12:50 p.m.

Whitfield Room, Blue Level

Farmweld Owner and President Frank Brunner will highlight the reasons to consider using automatic sorting technology. Brunner will highlight features and benefits found in state-of-the-art technology and important considerations in layouts and barn designs. He will also share some actual results from sorting facilities.

Trent Loos - Returning the Human Element

The Zierke Company

Wednesday 1:00 p.m. - 2:00 p.m.

Whitfield Room, Blue Level

Trent Loos is a sixth generation farmer who has taken his passion for a rural lifestyle to the radio airwaves with a program called Loos Tales. Trent has a background in live-stock production but his desire to bridge the gap between farmers and consumers led him to a career in radio broadcasting and public speaking. Trent has spoken to such audiences as the Iowa Farm Bureau, Iowa Corn Growers Association and the National Pork Producers Council about the new threat facing Iowa farmers - activist groups that want to rid Iowa of livestock production. Listen to Trent talk about what you can do in your local communities to tell the accurate story of food production and take a proactive approach to telling the true story of agriculture.

Manure Treatment

Ag Waste Recovery Systems, Inc.

Wednesday 2:15 p.m. - 3:15 p.m.

Whitfield Room, Blue Level

Ag Waste Recovery Systems meets environmental needs and recovering resources with innovative solutions. AWRS has developed an innovative and cost effective hog manure solution that significantly reduces odors, kills pathogens, captures nutrients in solids as stable non-leaching environmentally safe fertilizer and re-captures water for agricultural reuse. The AWRS solution has the potential to significantly change the current manure storage and handling approach for livestock operations.

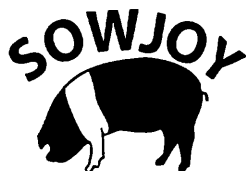
Turning Pounds into Profits

Hubbard Feeds, Inc.

Wednesday 3:30 p.m. - 4:30 p.m.

Whitfield Room, Blue Level

The importance of weaning weight and pig uniformity on pounds marketed. The seminar will also discuss how to interpret packer kills sheets as a source of information for marketing decisions.



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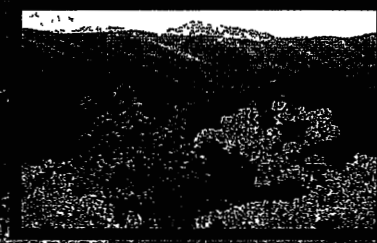
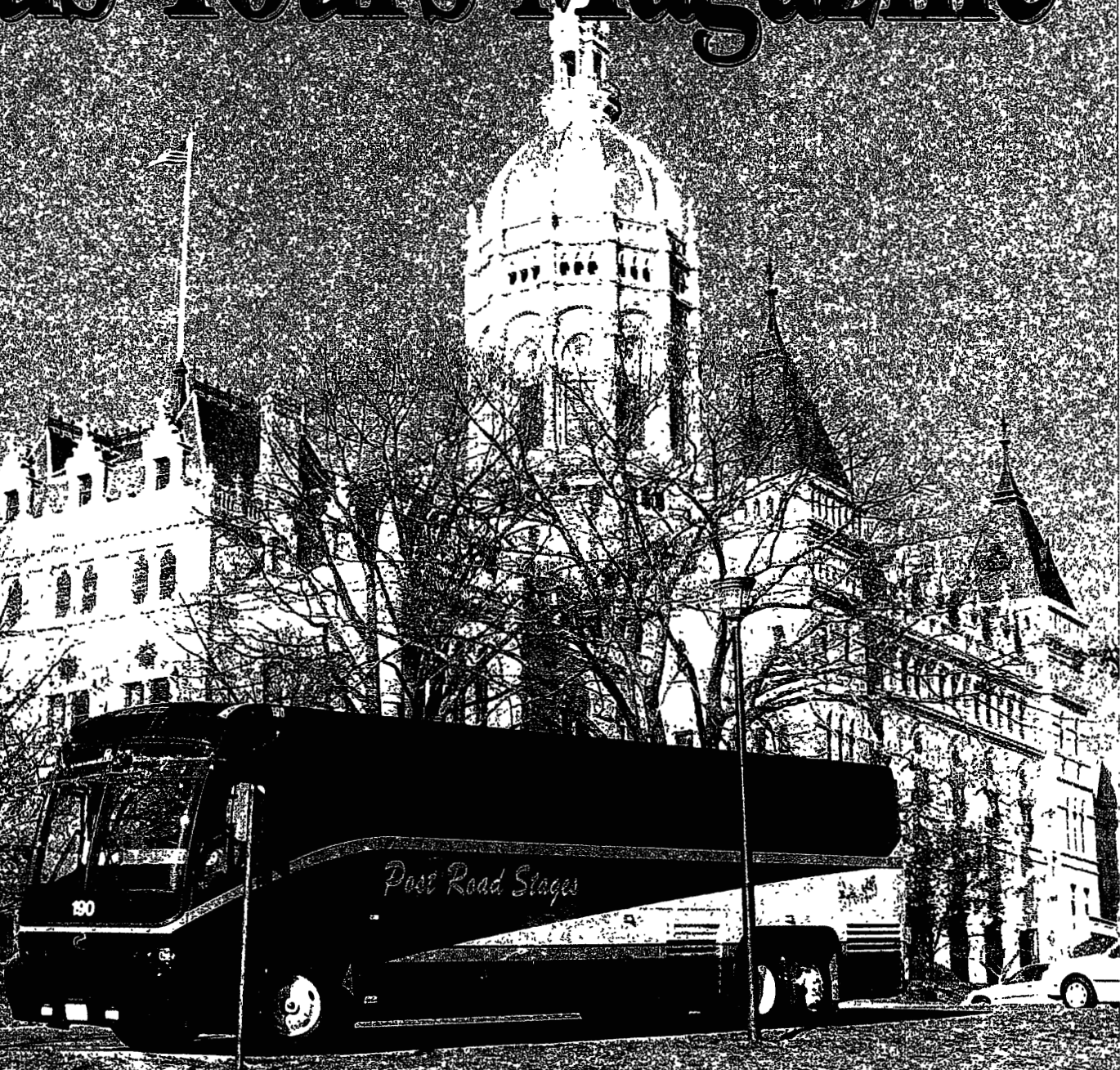
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Bus Tours Magazine

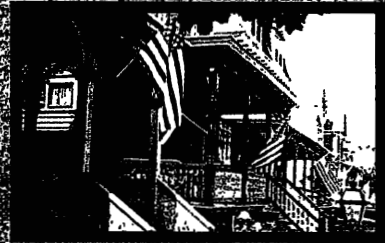
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Bus Tour
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Victorian
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Visit us at www.busmag.com

ATTACHMENT 6

The program offers a fast fax with easy directions, menu options and facts on Redbone Alley for group members. The driver and escort receive complimentary meals as part of the program. Parking space is reserved for buses of all sizes for groups visiting Redbone Alley. Another bonus in the Southern Hospitality Program is the special menu selections that can be prepared quickly for groups on the go, plus quick and efficient service. A list of local attractions and accommodations is also provided to bus groups taking part in the program. Last, bus tour groups have easy and efficient billing according to their preference.

Each day fresh ingredients are gathered to ensure quality. Produce from local farmers, honey by local beekeepers, rice from Darlington County, fresh caught Atlantic seafood and aged Western beef flown in daily reflect Redbone Alley's dedication to good food. The restaurants are complete with live entertainment and a bar. Redbone Alley also offers a clothing line featuring the Redbone Alley hound.

Redbone Alley currently has three restaurants in South Carolina. Each restaurant features the Southern Hospitality Program to bus tour groups. For information on group tours contact Will Green, Redbone Alley's communications director, at (843) 673-0035.

Golden Corral

Fayette, North Carolina, is home to the original Golden Corral® restaurant, founded by James Maynard. As a part of their tradition, the chain's pledge is "making pleasurable dining affordable."

The Machine Shed is a large full-service restaurant dedicated to the American farmer. All of the recipes are made from scratch to include only the freshest ingredients. It is hard to go hungry here with meals such as The Cattleman's Choice™ and the Iowa Pork Chop. HEART OF AMERICA RESTAURANTS & INNS



Whether it is the carved meats from the buffet or chicken off the menu, Golden Corral offers quality food at reasonable prices. The restaurant's pledge is "making pleasurable dining affordable." GOLDEN CORRAL CORP



Whether it is the carved meats from the buffet or chicken off the menu, Golden Corral offers quality food at reasonable prices. The famous Golden Choice Buffet® offers a delicious selection of hot meats, fresh vegetables, pizza and pastas. On Sundays and at dinner, you will find carved meats on the buffet. While the restaurant is known mostly for the buffet, Golden Corral also offers a steak menu with grilled-to-order USDA choice steaks. Seafood and chicken lovers will also find a variety of dishes on the menu.

After a tasty meal, do not pass up a visit to The Brass Bell Bakery®. Golden Corral's famous bakery is busy baking fresh treats every 15 minutes. Even after a filling meal, muffins, cookies, hot yeast rolls and brownies are still a delicious sight.

Golden Corral has begun to implement a motorcoach tour certification program in

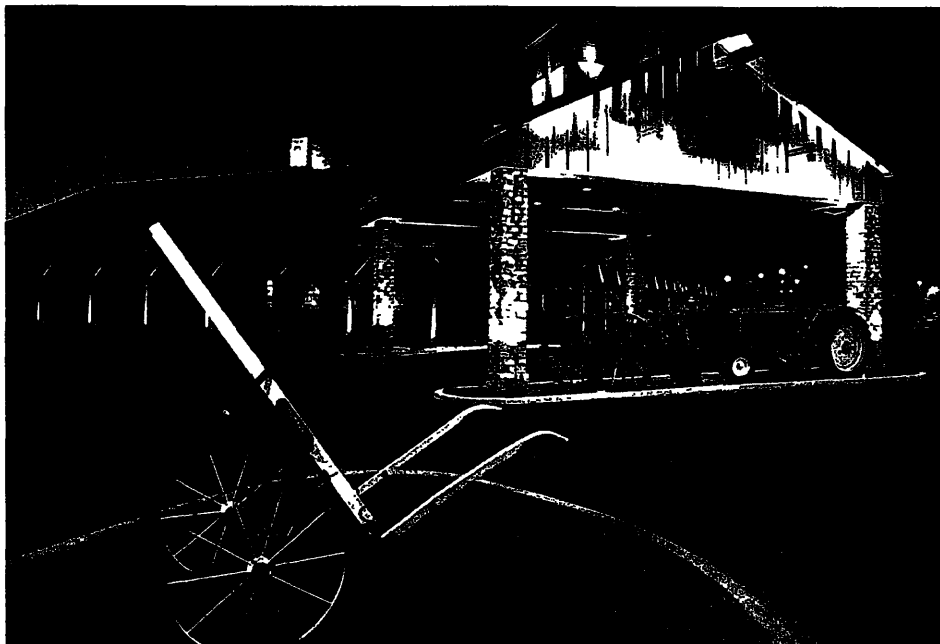
many of the restaurants. Recognizing the importance of quality food stops for bus groups, the program teams the restaurant with tour planners. Golden Corral recommends advance reservations but will make its best effort to work with unscheduled groups. Reservations must be made with the individual restaurant you plan to visit. All of the restaurants offer bus parking and front door drop-off for passengers. As part of the program, the driver and escort receive complimentary meals with a group of 20 or more. Golden Corral prefers one payment for all meals at the time of service. Keep in mind, hours of operation vary between locations.

A location guide is a good source of information for tour planners. The guide includes locations, telephone numbers, addresses and interstate exit numbers. To request a location guide or for general information, contact Golden Corral Motorcoach Marketing Program's Dick Trammel at (828) 881-4848 or GCMMP@aol.com. General information is also available on the Web site at www.goldencorralrest.com.

The Machine Shed

After graduating with honors from Harvard Law School in 1978, Mike Whalen sought an opportunity. He saw the chance to exhibit the agricultural products of the Midwest in a restaurant setting. The first Machine Shed restaurant opened in Davenport, Iowa, and has now grown into a successful chain. Whalen's corporation, Heart of America Restaurants and Inns, includes Thunder Bay Grilles, The Captain's Table, Planted Earth Cafe, Gramma's Kitchen, The Checkered Flag Bar & Grille, plus seven hotels throughout the Midwest.

Patrons come to the Machine Shed for good food and an enjoyable decor. The Machine Shed is a large, full-service restaurant dedicated to the American farmer. All of the recipes are made from scratch to include only the freshest ingredients. If your group visits for breakfast, try The Plowman's Favorite™ or The Pork Producer's Breakfast. Freshly baked cinnamon rolls are made "bigger than a bread box." Lunch time at The



Patrons come to the Machine Shed for good food and enjoyable decor. The Machine Shed has a large collection of farming implements and machinery, kitchen utensils and feed signs. The restaurants have the feeling of eating in a country setting. HEART OF AMERICA RESTAURANTS & INNS

Machine Shed offers a variety of sandwiches served on specially-baked bread. Family-style meals served for dinner include prime rib, hickory smoked pork ribs and pan-fried chicken. It is hard to go hungry at the Machine Shed, with meals such as The Cattleman's Choice™ and the Iowa Pork Chop.

The interior of the restaurants display the best of the American farmer. The Machine Shed has a large collection of farming implements and machinery, kitchen utensils and feed signs. The restaurants have the feeling of eating in a true country setting. The wait staff even look the part with bib overalls and gingham shirts, while serving drinks from mason jars. The Machine Shed also has a large gift shop in every restaurant. Visitors can purchase barbecue sauce, cookbooks, unique gifts or 'Hired Hand' casual wear.

The Machine Shed is ready for your next group at any of its six Midwestern restaurants. With advance notice, each coach is greeted upon arrival. The tour operator has a choice of an all-inclusive group menu or to allow group members to order from the regular menu. Group members ordering from the regular menu may pay with separate checks. One driver and one escort per coach receive a complimentary meal.

For information on visiting a Machine Shed restaurant with your next group, contact Nancy Stevens at (800) 893-5799. The Machine Shed currently has six locations in Iowa, Illinois, Wisconsin and Kansas. Two new locations are currently under construction in Illinois and Minnesota. Visit their Web site at www.machineshed.com for further information on locations.

If we have missed your favorite bus tour food stop, let us know. We are always looking for new places that welcome motorcoach groups. Contact the editorial staff at (815) 946-2341 or nbt@busmag.com □

**Talk
to
us!**



We want to hear from you. Your opinion as a reader is important to us. Tell us what you think about our features, news and timely tour tips. We also welcome any suggestions for future issues. Contact Stephanie at

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9698 West Judson Road
Polo, IL 61064

Phone: (815) 946-2341

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e-mail: btm@busmag.com

All in the Family

Traditional family-dining concepts still hold a warm place in Americans' hearts.

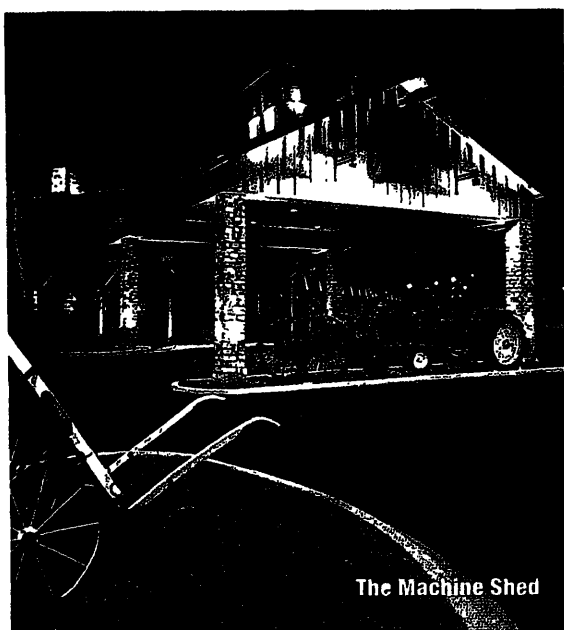
By Allison Perlik
R&I SENIOR EDITOR

Family-dining restaurants often evoke memories of meals past: friends and family gathered around a table, poring over a moderately priced, no-frills menu with extensive choices—often including breakfasts served all day—as a brisk but friendly server takes the orders.

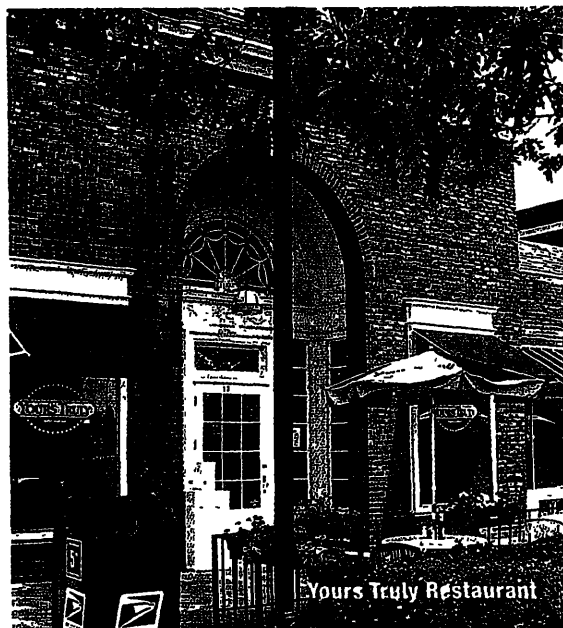
Amid today's ethnic cuisines, health-conscious menus and more-sophisticated palates, the family-dining segment may seem an anachronism with a questionable future. On the contrary, while family dining may not be the foodservice industry's sexiest, of-the-moment segment, these often-overlooked restaurants still command a major share of dining-out dollars.

Restaurants and Institutions' 2002 ranking of the Top 400 chains shows that family-dining brands comprised 11% of the 400 companies ranked last year, including nine in the top 50. These concepts also accounted for 6.9% of total sales among Top 400 chains, the fifth largest of 15 categories and accounting for more than \$13 billion in aggregate sales.

Outside of these major players, smaller-scale family-dining operations are making their marks as well. The five regional concepts profiled here prove there still is a place for a dining experience that is simple but satisfying.



The Machine Shed



Yours Truly Restaurant



A restaurant honoring the American farmer

THE MACHINE SHED

Home base: Moline, Ill.

Units: 7

Seats: 450

Check average: \$11

Average unit volume: \$4.3 million

Why watch it?: With retail shops, cooking classes and trained chefs, chain has potential for success in the Midwest.

The Machine Shed is dedicated to the spirit of the American farmer, from servers sporting bib overalls to antique tractors out front.

Far from a farmer himself, The Machine Shed Founder and President Mike Whalen is a Harvard-trained lawyer who opened the first unit in 1978. The chain's Midwest location proved a boon to business, with quality beef, pork and poultry nearby. The concept has locations in Illinois, Iowa, Kansas, Minnesota and Wisconsin.

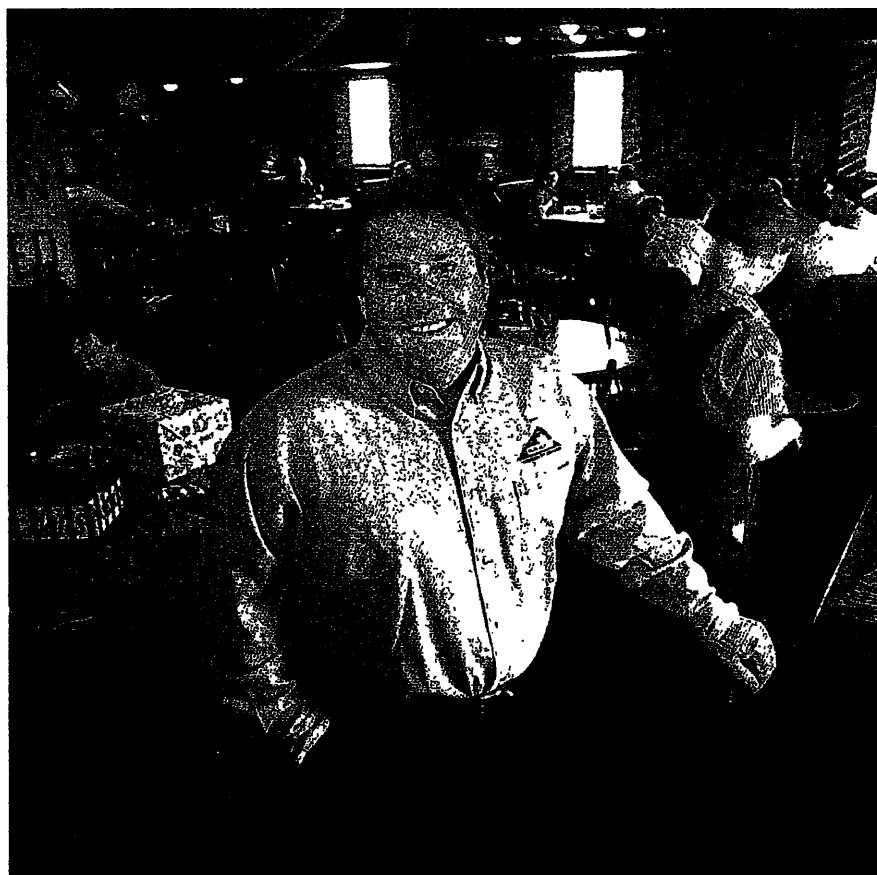
The Machine Shed highlights comfort foods such as prime rib, pot roasts and pan-fried chicken. Sides including vegetables, coleslaw and house-made bread are served family-style.

Each location includes a retail shop with cooking supplies and cookbooks by the chain's chefs. In addition, all restaurants offer free cooking classes. ► 6

FARM BOY

Mike Whalen's Machine Shed restaurants are on the move, with a message: Agriculture is the heart of America.

BY KERRI CONAN



Machine Shed is "Dedicated to the American Farmer," which Mike Whalen says is his five-word constitution.

TURN RIGHT AT the windmill, past the row of old farm equipment in the parking lot, to enter a world of denim and galvanized tin. Welcome to Machine Shed, the sort of restaurant where cottage cheese counts as an appetizer, the mashed potatoes come

READER ROI

What you'll learn by reading this story:

How an important community issue can be wielded to a restaurant's benefit.

How a small competitor to large themed chains is bringing authenticity to his concept.

How one multi-brand operator decides what his next concept should be.

with lumps, the official uniform is a pair of faded bib overalls, and every meal is delivered with a political and social subtext.

Mike Whalen is working hard to parlay Machine Shed and his other close-to-the-farm concepts into a sizeable Midwestern collection of mid-priced eateries. But don't dub his approach "theme marketing" unless you're looking to be corrected. Building a restaurant empire, he insists, is incidental to pursuing a much larger mission, an objective he calls the "five-word constitution" of his 14-unit brood.

Dedicated to the American Farmer. The credo is posted prominently on restaurant signage and collateral materials, and Whalen backs it up with a network of programs designed to inform the public and support American agribusiness. In the process, he's not doing badly for himself, either, with sales pushing \$100 million.

The seven-unit Machine Shed chain is the flagship of Whalen's Heart of America group, but the multi-tiered mix also includes three Thunder Bay Grilles and a number of one-of-a-kinds, for a total of six restaurant brands. Several more are in various stages of development, but Whalen regards Machine Shed as the concept best positioned for growth because of its relatively low ticket (av-

HARVESTING TIME



Machine Shed's copious breakfast, lunch, and dinner menus are heavy with hearty American fare like sirloin, battered mushrooms, and "County Fair" onion rings. Units like the one below use real farm equipment as part of the decor. The restaurants even offer tractor rides.



eraging around \$10) and high volume (annual sales of about \$5 million per unit, including gift-shop revenues)

Each restaurant buys from a broadline distributor, but one of Whalen's standard operating procedures is buying as much whole, fresh food as he can from local growers and prepping it at each site. And he's not shy about trumpeting that policy. On the back of the menu for his newest restaurant, in Lake Elmo, MN, Whalen touts his commitment to the American farmer with nostalgic and patriot imagery, simultaneously thanking guests, commodity associations, and multinational agri-companies for helping his business to grow.

And lest customers forget about Whalen's intentions, the menu is studied with farm references, from the names of Machine Shed's breakfast specialties (the Light Chore Day, the Hired Man's Breakfast, and the Farmer's Daughter) to special sections on the lunch and dinner listings (Plowman's Fare, ranging from Roasted Stuffed Iowa Chop [\$13.49] to Pan-Fried Chicken [\$11.99], and Farm Style Favorites, which include Old Fashion' Pot Roast [\$9.99] and Baked Ham [\$9.99]).

His financial commitment to farming extends beyond his support of local suppliers. So far, Whalen's company has distributed more than \$100,000 in agricul-

tural school scholarships. His chefs regularly participate in farm board contests and state fairs. Free cooking classes offered at the restaurant teach pork handling and preparation techniques. Machine Sheds function as formal and informal meeting halls for all sorts of grass roots groups and gatherings, while the brand sponsors educational seminars at farm shows throughout the Midwest.

MEANWHILE, Whalen wears his politics on his sleeve, posting links on Machine Shed's web site to pages addressing current farm issues and political concerns. He also speaks frequently about those matters to business and community groups. "It's part of who we are. The skeptic would say it's just good marketing, but that's not what we're about," he says.

Two Heart of America outlets are linked more directly to farm life. The Planted Earth Cafe sits in the visitor's center at John Deere corporate headquarters in Moline, IL, where working on tractors is just part of a glitzy museum program. A hotel/restaurant configuration anchors the 600-acre Living History Farms, a working farm exhibit in Urbandale, IA.

When Whalen opened the first Machine Shed in 1978, he never dreamed that someday his company would push sales into the nine-digit range. He was a Harvard-trained lawyer with an interest in investment banking, who got sucked into the business by accident when he took over a struggling 100-seat coffee shop owned by his father. "We were just a \$5 million company going into the '90s," he says. Now he won't open a Machine Shed that can't collect that in a year.

A visit to the Machine Shed in the Kansas City suburb of Olathe reveals part of Whalen's method. The five-year-old restaurant's located just off the interstate that heads north to Des Moines and south to Wichita, at a crossroads of strip malls and chain restaurants. A

22 • Regional Chains

Heart of America-run Comfort Suites shares the same parking lot. Inside, the greeting station sits plumb in the middle of a general store. No small gift shop hawking T-shirts, this retail outlet provides everything from Machine Shed cookbooks and baking mixes to John Deere outerwear. The stores in newer restaurants are even more dressed-up, like an Eddie Bauer. On average, each one generates 10% of sales.

The restaurants crank out three squares a day, as well as banquet catering, all-you-can eat buffets, and room service for an adjacent hotel. A full bar provides wine by the glass and by the bottle. "We're a dinner house that happens to serve breakfast and lunch," says Whalen, striving to distinguish the Machine Shed from what others might consider his country-fare competitors (the concept has sometimes been likened to Bob Evans and Cracker Barrel). "We make those transitions so we don't feel like a coffee shop."

Since the beginning, meals have been served family-style, with sides of coleslaw, cottage cheese, daily vegetables, and fresh-baked bread served alongside. But that's becoming increasingly less practical, says Whalen, as more complicated dishes become better integrated.

Whalen tries to corner a market by packing it with a mix of his brands. Concepts abut each other in the same vicinity, ideally located next to a company hotel. A traveler who doesn't want to eat in the same restaurant night after night might still be giving his or her business to a Heart of America operation.

Whalen is quick to recognize that his multi-brand strategy cuts with a double-edged blade—a blessing for boomers weary of cookie-cutter experiences, but a curse for drumming up expansion capital. Investors don't want to pay for a second restaurant that doesn't look exactly like the first, he says, no matter how successful it is. "I don't know at what point we become a chain in their minds," he says. In his thinking, that transformation hasn't happened, he still refuses

to slip into chain jargon about units or stores. In his kingdom, they're either restaurants or hotels.

The seven current Machine Sheds are the most visible Heart of America operations, especially as they move off the highway and into suburbs and cities. A different spin on comfort food, weighted toward seafood and pasta, defines the menus at three Thunder Bay Grille restaurants. Other "onesies," as the company calls them, include the seafood-driven Captain's Table (on the Mississippi River), the Planted Earth Cafe, the Checkered Flag Bar and Grille, and Grandma's Kitchen. A beach-shack type concept called Crabbies, is the only concept

that didn't wash in Whalen's Midwest hometown. It closed nine months after opening.

Whether any of those independents wind up being prototypes for more restaurants doesn't concern Whalen, for whom development is a highly idiosyncratic process. He starts with a location his gut likes, then sets out to build the sort of restaurant he, his friends, and family would patronize.

The newest, most evolved Machine Shed opened this February in the Minneapolis suburb of Lake Elmo. Like most Heart of America restaurants, a company-operated hotel is adjacent. This time, however, the brand is called Wildwood Lodge, the second property Whalen built from his own drawing board. Will more follow? Probably. But that hasn't stopped the company from simultaneously entering franchise agreements to open a Radisson and a Courtyard by Marriott.

"It's sort of a free-for-all," says Whalen of the current state of hotel franchising. Loyalty in that business has eroded in the last 10-15 years, so he's cherry-picking what works in context of a total Heart of America development. He's never played

exactly by the rules anyway. Even the most economy-minded hotel is painted bright purple and red, with Western upholstery and motifs, and homespun signage. The Wildwoods are even more "boutiquey." Design details are sweat to maintain the look of a lodge, right down to the cedar and stone.

Whalen doesn't have to worry that his spending will anger fellow investors, he doesn't have any. He and his wife, Kim, whom he met at the original Machine Shed, wholly own and operate the Moline, IL-based concern. Instead of reaching out for equity partners, they've always gone to banks for traditional debt financing,

starting with local lenders and building toward more complicated national institutions as the company grew. That approach, says Whalen, allowed Heart of America to buy almost all of its real estate. "I didn't want to answer to anyone's expectations of growth," he says.

Omaha and Chicago are Whalen's next target markets.

Although he says he can envision Heart of America going public and putting Machine Sheds in faraway places like Boston, Whalen maintains that the menu requires too much talent to permit that sort of exponential growth. And, he admits, he's not eager to share control of the company with shareholders. They might be more interested in money than the sort of green matters that interest Whalen, like farmland development, government intervention, and seed technology. "Farming is everybody's bread and butter," he says. "Sounds hokey and populist, but it's the truth."



\$100 million later, Michael and Kim Whalen have found ...

A recipe for success

By Dawn Housen
For QCBizNet

Hard times did not cause Michael Whalen to turn away from a challenge, which today has led to a multi-million dollar company. Instead, the hard times filled him with the determination and excitement to keep moving forward.

Whalen is the founder and president of Heart of America Restaurants and Inns. The \$100 million company started with one restaurant, The Machine Shed in Davenport, and has grown to include 13 restaurants and seven hotels.

It now has properties in five states and employs 3,000 people.

The company has a significant presence in the Quad-Cities, operating Thunder Bay Grille, Planted Earth Cafe, The Captain's Table, Grandma's Kitchen, Checkered Flag, a Comfort Inn hotel and its company headquarters in Moline.

A twist of fate

Whalen does not tie his business success to his education. He admits that he must always have been a restaurateur at heart but never realized it until his dad asked him to help out.

It was 1978 and Whalen had just graduated from Harvard Law School with honors in three years. He wanted to pursue a future in investment banking, but his dad called and asked him to come home.

Whalen's father owned some property and the tenant fell through. His dad turned to a friend, "Happy" Joe Whitty, and asked if he was willing to partner in a restaurant at that site. He was, but they would need someone to get it started.

Whalen agreed to do it for six months, believing that would be what it would take to get The Machine Shed up and running.



Michael and Kim Whalen have grown Heart of America Restaurants and Inns from a single restaurant to a \$100 million business with 13 restaurants and seven hotels.

Jennifer Mau/FOR QCBIZNET

Whalen Bio

- **Name** Michael L. Whalen
- **Title** Owner
- **Company** Heart of America Restaurants and Inns
- **Education** Earned bachelor's degree from the University of Illinois in three years, earned law degree from Harvard Law School in three years
- **Web site.** www.heart.com
- **Quotable quote** "The first 10 to 12 years were not easy. We did not do what we wanted to do, but what we had to do."

"We opened in July 1978, and after six months, I could not leave," he said. Things were not going well. The weather had been bad and the restaurant was losing money.

He planned to stay another six months and by the end of that year, the restaurant was profitable.

By the time he hit his second year at The Machine Shed, Whalen had figured out how things should operate and was coming up with new ideas and plans.

In the early 1980s, he purchased Whitty's interest in The Machine Shed and put his plans into action, starting with an expansion.



Dedicated to the Iowa farmer

For a few years, Whalen worked seven days a week, from open to close. So did his now-wife, Kim, who was hired in February of 1979 to help with the books.

They never gave up. "The first 10 to 12 years were not easy," he said. "We did not do what we wanted to do, but what we had to do."

Kim agreed. "That taught us how to do it lean and mean and gave us the core principals to do this today," she said.

Through that first decade, Whalen never strayed from The Shed's original motto "Dedicated to the Iowa farmer." Corners were never cut because that would infringe on the motto and quality.

"I think that is the only thing that saved us," he said. "That is what we wanted to be."

In 1985, the company built Apple River City, now called Thunder Bay Grille. From there, it continued to grow the number of restaurants that it owns and operates.

Branching out

Whalen entered the hotel business in 1986, after he purchased the Comfort Inn located next to The Machine Shed. The hotel was deteriorating and he was afraid it would reflect poorly on his business, as well as the community. It is located in one of the gateways to Davenport.

Heart of America purchased the property, renovated it and since has won numerous hospitality awards for its

high level of service, cleanliness and quality.

Eight years ago, the company built its first hotel from scratch in Urbandale, Iowa. Now it is working on its eighth property, a Radisson Hotel in suburban Milwaukee. Plans already are under way for two more hotels.

Whalen feels his law degree did give him the credibility he needed to secure loans to expand The Machine Shed, but that education did not teach him how to be a businessman.

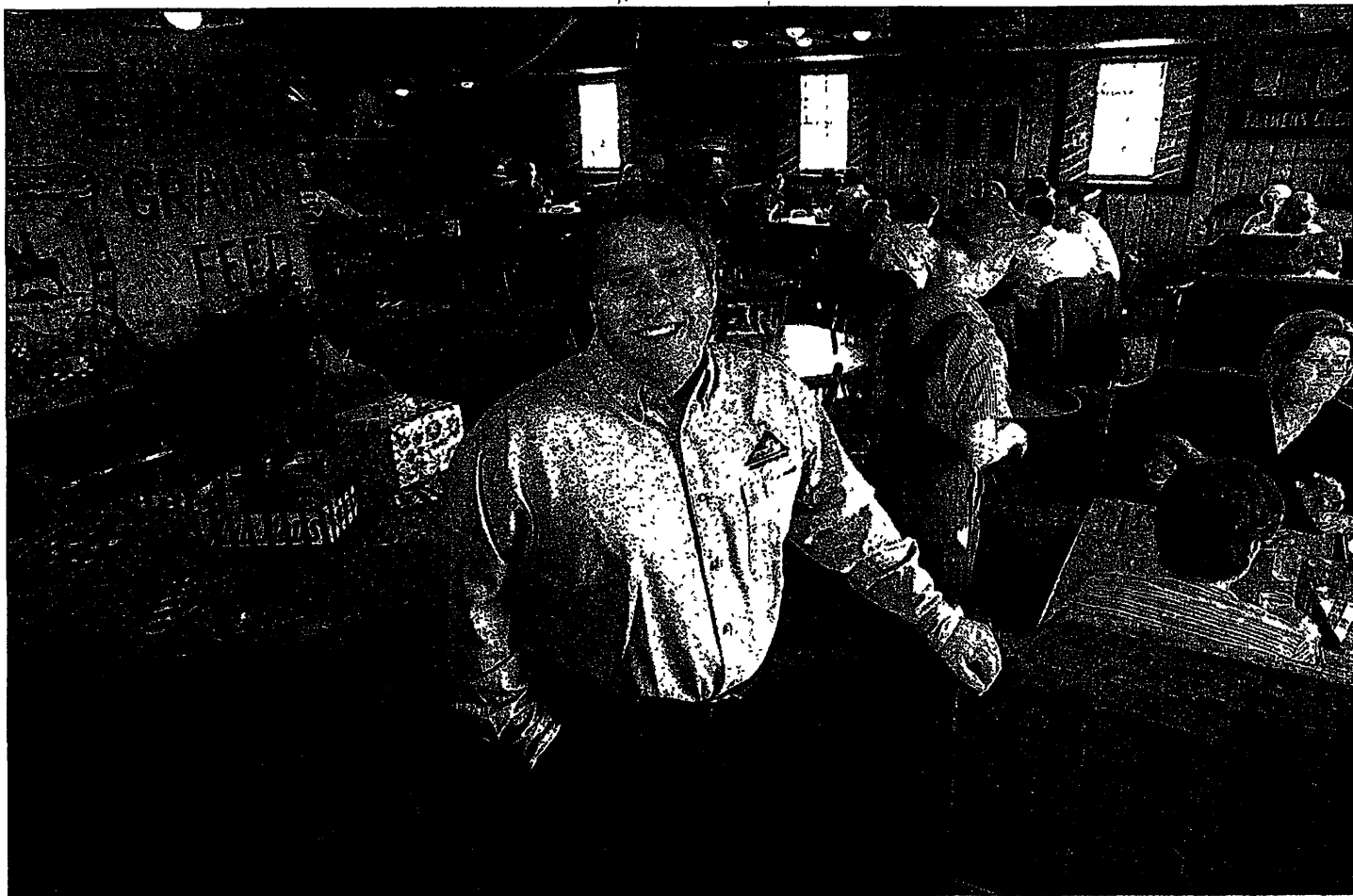
Those lessons came mostly through hard work and determination.

"Neither one of us really ever worked for anyone else. For the most part, we figured it out for ourselves," Kim said.

"Really," Whalen said, "That is the harder way to do it."

All of the properties Heart of America owns are more than just properties. Every hotel and restaurant serves as a reminder "It is not a unit or a store," Kim said. "It really is a part of our life."

Whalen said that hitting \$100 million in sales does evoke a personal reaction. "It is neat, it is a milestone," he said. "But it is not something we set out to do."



LESLIE RENKEN/Journal Star

Mike Whalen stands in the dining room of the original Machine Shed restaurant he opened in 1978 in Davenport, Iowa. Today there are

Machine Shed restaurants in four states, and Whalen, a Peoria native, hopes to put one in Peoria soon.

Key ingredient: Perfectionism

Peoria native's \$100 million-a-year hospitality enterprise grew because of attention to detail

By CLARE HOWARD
of the Journal Star

MOLINE — Mike Whalen walks with the urgency of a Type A personality.

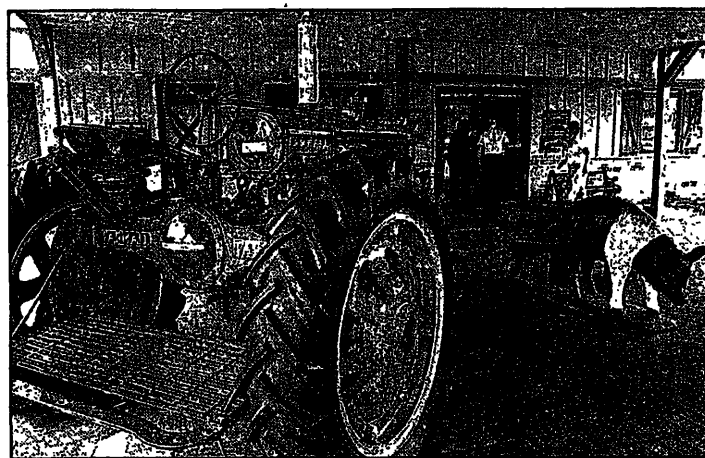
On the brisk jog from his office in a renovated factory along the Mississippi River to his new Planted Earth Cafe in John Deere Commons, Whalen spots his two dogs walking with staff. In a thundering, raspy voice, the 45-year-old Harvard law school graduate throws back his head and bellows up River Street, "Terriers reign!"

The dogs go wild with excitement. Staff smile at Whalen's characteristic exuberance.

Once inside the doors of his 150-seat cafe, Whalen spots huge lines of people waiting for tables. He murmurs "Oh, my goodness" and rushes in to the dining room to bus tables.

It's this intensity and attention to detail that have parlayed Whalen's company, Heart of America, into a \$100 million-a-year hospitality enterprise with 26 properties, more than 3,000 employees and plans to enter the Peoria market.

He describes his management style as "entrepreneurial, fast-paced, little hierarchy with a high 'matterness' quotient. To fit in here, work better really matter to you."



LESLIE RENKEN/Journal Star

Old farm equipment decorates the Machine Shed restaurant in Davenport, Iowa, indoors and out. The farm theme also is carried over into the menu, which features dishes that many a grandma used to cook.

He's already lined up a commitment from Radisson Hotels to be part of his vision for the Peoria Sears block if he's developer on that project. He's looking to expand his Machine Shed restau-

rant chain to the Peoria market, making an offer on land near Interstate 74 for construction of a restaurant.

It would be a return to his roots

Please see **DETAIL** Page C3

ATTACHMENT 10

DETAIL

for Whalen, who grew up in Peoria Heights and graduated from Bergan High School. He later graduated from the University of Illinois and Harvard and opened his first restaurant in Moline two days after passing the bar exam.

He owned Farmer's Meat Market in Washington, where restaurant guests cooked their own meat, opening in 1983 and selling it in 1986.

Whalen returned to the Peoria area professionally this spring when his company took over food operations at Wildlife Prairie Park. His relationship with park founder Bill Rutherford spans decades.

"I used to walk to Kelly Avenue School in Peoria Heights reading little messages in the sidewalk," Whalen said.

"To live one day as a lion is worth more than 1,000 as a lamb." Little bits of advice.

One day when I was 12 years old, I walked into Bill Rutherford's office to introduce myself and meet the man who put those sayings in the sidewalk."

Whalen's company now has properties open or under development in Illinois, Iowa, Wisconsin, Minnesota and Kansas, including Machine Shed restaurants, Comfort Inns, Comfort Suites, Sleep Inn, Wingate Inn, Wildwood Lodge and Thunder Bay Grille. He hopes to open a Machine Shed restaurant in Peoria in 2001.

The renovation of the 130-year old Moline Plow Co. factory in Moline and its conversion to Heart of America corporate headquarters is rife with Whalen's characteristic attention to detail. The building was acquired in 1997. Purchasing and renovation costs came to \$4.5 million for the 42,000-square-foot structure. Street level space is rented for retail and office use.

Sandblasters, who spent one month on the project, worked with 25 mediums, from crushed ice to pecan shells, for cleaning bricks and southern yellow pine timbers.

"I can't offhand remember which medium we stayed with. In a project like this, you tend to forget some of the more painful aspects," Whalen said.

Window selection for the factory conversion was equally exacting.

"We had four different prototype windows installed in the building. Downtown Moline was talking about the windows. We had people asking if we were planning to install a different window style in each opening," he said.

"It is important in a historic renovation like this to get just the right amount of frame to glass in the window, and color

is critical to get the appropriate look to a factory rehab. We really sweat the details."

He said this bent toward perfection was learned while growing up in Peoria, a lesson taught by Marvin Goodwin, owner of Peoria's Metro Centre.

"I used to clean his boat at the Ivy Club. A couple of summers, I spent nearly 30 hours a week on that boat. Nothing short of perfect was acceptable to him," Whalen said. "It's a good lesson to learn at some point in your life."

He recalls his entry into the business world in July 1978 with \$250,000 in borrowed capital and an endless stream of months with three hours of sleep a night. By the next March, the deficit was \$600,000. However, March, he said, was the turn-around month.

"We made \$3,000 that month. At that point, I knew I could make it," he recalled, laughing at the recollection of falling asleep while interviewing a job candidate.

Heart of America was started by Whalen and a partner. Now he and his wife own

the corporation, and there are no plans to go public.

"We are at the point now where we can just do projects that excite us. Peoria's riverfront has some excitement and vitality that we would like to be part of," he said.

"The Sears block represents a historic opportunity to keep dynamic growth in Peoria moving forward."

Whalen and Peoria developer Diane Cullinan have been working on a number of projects that could be developed jointly in the Peoria area. Neither would give specifics.

Cullinan said, "Mike is very dynamic, successful, hardworking . . . he's always been willing to try new concepts that the Midwest has embraced."

Whalen said: "We've explored projects together . . . not just talk over a couple of beers but beyond that stage. We've got a number of projects we're working on now. One of them might take a number of years. Anything on the riverfront or downtown would take a few years. I'd like a long-term relationship with someone there for development of some of these ideas."



Overthoughts. Speaking
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It came up with an anti-
billboard. Jeff Segal
ed into Mayo's Dark
to associates, spending
On session



1997-1998



Michael Whalen offers "Iowa family style" pork dishes at his new Iowa Machine Shed restaurant at Living History Farms in Urbandale.

Old-fashioned restaurant pays tribute to Iowa farmers

A Davenport man longed to bring his restaurant's rural charm to Living History Farms. Now he's succeeded.

By MICHAEL HO
Register Staff Writer

It sometimes is said that the difference between men and boys is the size of their toys. Or that he who dies with the most toys wins.

For Michael Whalen, a Davenport businessman, Harvard Law School graduate and one of Inc. Magazine's entrepreneurs of the year, the toys are numerous indeed.

But unlike those of many Harvard Law graduates, Whalen's toys aren't yachts, digital audio tape players or BMWs.

Whalen's favorite toy at the moment is a

1929 John Deere tractor. And when two visitors recently pulled up to his new restaurant at Living History Farms, the first thing he wanted to do was take them for a ride on the tractor — which still runs, albeit with more noise and smoke than today's Deeres.

A Tribute to Farmers

The rest of his toys are inside the Iowa Machine Shed restaurant: antique farm implements, photographs of old-time farms, wooden rakes hanging from the ceiling. The menu, as may be expected from the decor, has a decidedly rural, pre-health-food flavor. Most dishes are made of pork, and the pies will keep you staring at the scale for weeks.

Whalen wants his restaurant, like Living History Farms, to tell a story — the story of the Iowa farmer.

Not your typical business for a Harvard Law grad. But even his high-roller attorney friends must be a little envious.

This month, Inc. Magazine named Whalen

as a regional entrepreneur of the year. The Davenport restaurant in 1988 was named national pork restaurant of the year by the National Pork Producers Council, one of several industry awards it has won.

All this fame came from what Whalen thought would be just a part-time family diversion.

In 1978, his father opened the original Iowa Machine Shed in Davenport. Whalen, fresh out of law school, signed on to help run the fledgling restaurant — for six months. Months became years, and in the early 1980s, Whalen bought the keys to the shed.

Since 1982, Whalen said, "I've been obsessed with the idea that the Machine Shed should be at Living History Farms."

He said his own tour of the farms took more than five hours and left him short of breath, tired and hungry. His restaurant, he thought,

MACHINE SHED

Please turn to Page 5B

Restaurant designed with farm in mind

TODD ENDORF/The Register

MACHINE SHED

continued from Page 1B

ould make a perfect addition. Nearly 10 years later, he's gotten his ish

"If the Living History Farms sat own to design a hypothetical restaurant," he said, "this would be it."

A week ago, the Machine Shed rewed open its doors. From morning ntil night, Whalen said, the restaurant was busy. It wasn't packed — it olds 400 people — but Whalen had nderestimated the first-night crowd.

"It was incredible," he said. "We ist opened the door and didn't do any dvertising."

This whole concept of a machine hed — a restaurant that looks like an vergrown barn, serving food that isn't xactly nouvelle cuisine — took his old uddies back East by surprise.

They thought he was insane for aaking everything from scratch, using al butter and cream instead of mar-aine and non-dairy creamers, cook-og in old-fashioned ovens — the ones at use heat instead of microwaves.

Whalen remembers the most biting icicism. "He's going to be broke in ree months. They're running it like a ach of farmers."

But that was the point. Since then, halen has been trying to preserve a ece of Americana — what he called "idyllic, pastoral" life — that has en trampled and forgotten in a world f interstate highways, compact disc ayers and drive-by shootings.

The American farmer is one of ose great mythological figures like he American cowboy," Whalen said.

Preserving the image isn't easy, and isn't cheap. The interior walls of halen's restaurant are covered with ntique farm tools.

Farmer Is Celebrity

One wall sports autographed pic-ures of farmers in their fields. Whalen xplained that the concept is the same s at restaurants in New York City's eater district, where well-known ctors will autograph their publicity otos and hang them on the wall. e restaurant proprietors display them kind of "Who's Who" of their pa-ns.

"Well, here the farmer is a celeb-ry," Whalen said. He wants to fill the all with pictures of the farmers who me through his restaurant.

"What's really fun is to get an old armer in here," he said. "They try to ump me" in identifying the myriad ntique tools scattered throughout the eaurant.

"All the antiques here are real an-ques," Whalen said. "We don't use productions."

Whalen isn't telling where he got them: r the antiques or where he got them: le will say that his employees spent bout 500 hours covering the walls nth them.

The restaurant gift shop, a feature in oth Machine Sheds, came about in avenport after patrons wanted to ke his restaurant home. Not literally, ut they wanted to take all the antiques nd knickknacks off his walls.

"People kept saying, 'Well, can I buy his?'" Whalen said.

To which he responded, "Well, eah, we'll sell everything except our ntegrity."

That means he won't sell the deces,



The Iowa Machine Shed's gift shop offers rural items similar to those that cover the restaurant's walls.

— after all, it took a long time to stick everything on the walls — but he did put in a small shop to peddle items with a rural Iowa flavor.

But not everything in his shop is specifically rural; some is there just for its personality.

"Where else can you find a heart-shaped fly swatter?" he bragged.

But the whole spectacle — the feeling that somehow this restaurant has become a theme park of the Iowa farmer — is played down by Whalen.

Not Just a Gimmick

He says his Machine Shed is not a "farm-themed" restaurant, but rather a farmers' restaurant.

He doesn't want the farming aspect to become just a gimmick; he doesn't want his employees to feel that their uniforms, the trademark bib overalls and checkered shirts of the early 20th century, are "just costumes."

Whalen said he treats the motto imprinted on the Machine Shed's promotional material — "Dedicated to the Iowa farmer" — as a "five-word constitution."

"If it doesn't fit in that," he said, "we don't do it."

That means cooking virtually everything from scratch, using genuine dairy ingredients; and serving lots of pork — even though today's health-conscious consumers are shying away from meat and fat.

When confronted with the bad news — his foods, often fried, mostly pork, are probably fattening and high in cholesterol — Whalen asks for a head count.

"I've seen more old farmers than old actors, old lawyers or old reporters," he said.

Not for Yuppies

His restaurant, he said, caters not to yuppies, but to what he calls the "softies" — senior older family types.

"They want good ol' American food like we serve," he said.

Whalen acknowledged that some of his dishes — like the tangy tenderloin, a pork tenderloin stuffed, rolled and covered with chili powder and spices — aren't exactly traditional farm fare.

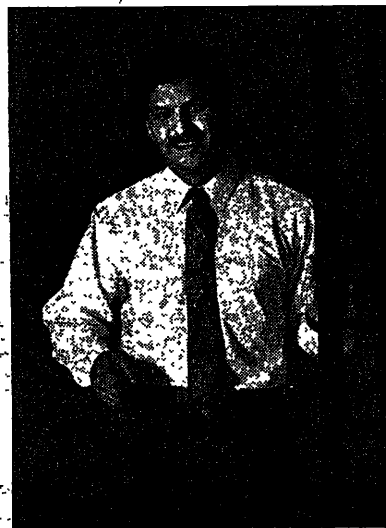
He calls his menu "nouvelle farm" — things you would have made on the farm if you'd thought of it.

His goal is that a farmer who tours his operation would approve of the way the food is made, from the in-house meat-cutting to the in-costume waitresses.

"If we wouldn't be able to do that," he said, "we wouldn't do it."

DOUG SALTSGAYER GOT TO THE POINT

**DOUG SALTSGAYER
MANAGER,
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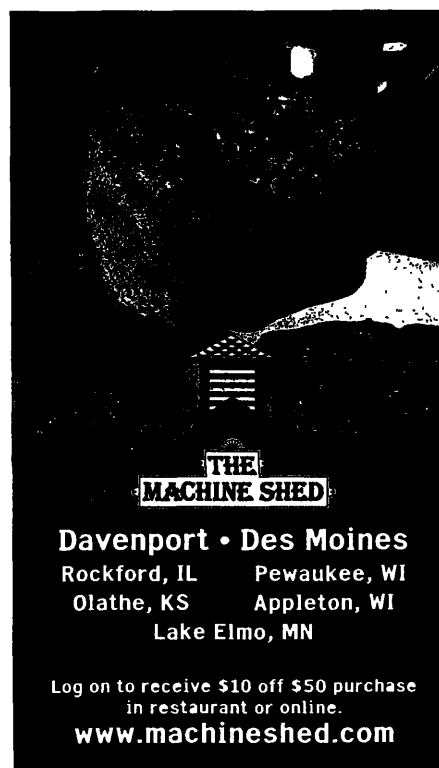
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7B GEOGRAPHIC DATA for the July/August 2004 Issue

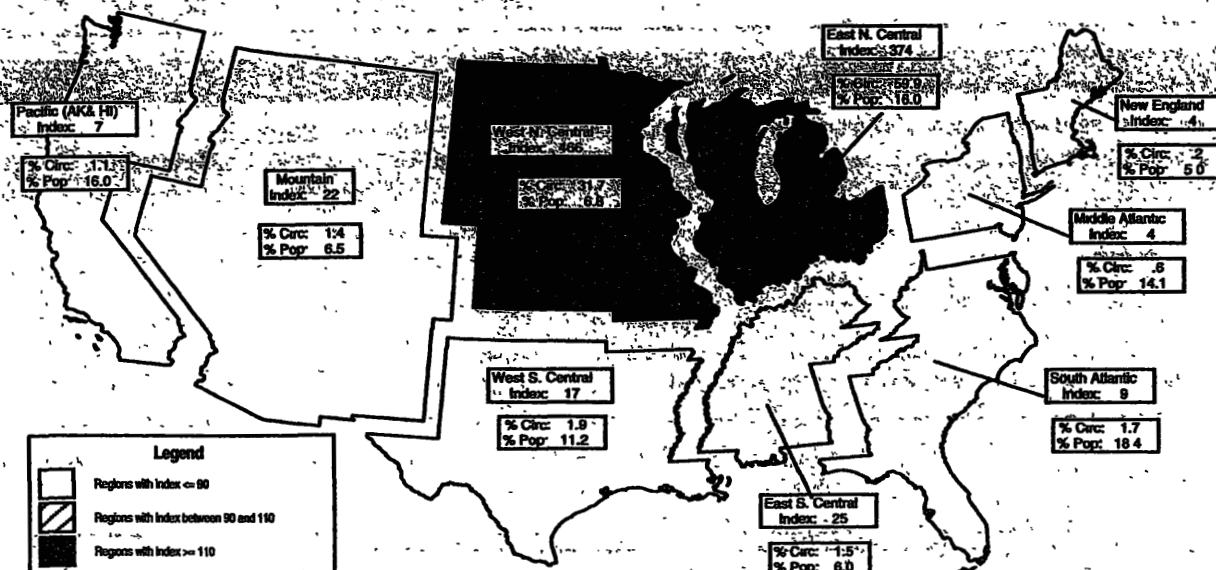
Analysis by State/Province

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIPTIONS	SINGLE COPY SALES	TOTAL PAID	
Maine	164	1	165	
New Hampshire	204	5	209	
Vermont	79	1	80	
Massachusetts	605	25	630	
Rhode Island	79	2	81	
Connecticut	431	16	447	
NEW ENGLAND	1,562	50	1,612	0.2
New York	1,427	42	1,469	
New Jersey	772	73	845	
Pennsylvania	2,111	810	2,921	
MIDDLE ATLANTIC	4,310	925	5,235	0.6
Ohio	86,165	5,089	91,254	
Indiana	80,036	4,795	84,831	
Illinois	158,964	10,089	169,053	
Michigan	99,952	7,136	107,088	
Wisconsin	84,583	4,624	89,207	
EAST N. CENTRAL	509,700	31,733	541,433	59.9
Minnesota	70,181	4,085	74,186	
Iowa	57,321	2,559	59,880	
Missouri	70,554	3,486	74,040	
North Dakota	6,517	466	6,983	
South Dakota	8,824	490	9,314	
Nebraska	22,620	1,280	23,900	
Kansas	35,438	2,508	37,946	
WEST N. CENTRAL	271,375	14,882	286,257	31.7
Delaware	138	38	176	
Maryland	884	151	1,035	
District of Columbia	59	3	62	
Virginia	1,855	204	2,059	
West Virginia	434	143	577	
North Carolina	1,677	140	1,817	
South Carolina	858	70	928	
Georgia	1,719	111	1,830	
Florida	5,797	639	6,436	
SOUTH ATLANTIC	13,421	1,499	14,920	1.7

Index = Geographic Distribution of % Circulation ÷ % Population

STATE	PAID CIRCULATION			% OF CIRC.
	SUBSCRIPTIONS	SINGLE COPY SALES	TOTAL PAID	
Kentucky	7,432	992	8,424	
Tennessee	3,275	394	3,669	
Alabama	809	172	981	
Mississippi	428	174	602	
EAST S. CENTRAL	11,944	1,732	13,676	1.5
Arkansas	4,206	376	4,582	
Louisiana	504	128	632	
Oklahoma	5,808	652	6,460	
Texas	5,107	684	5,791	
WEST S. CENTRAL	15,625	1,840	17,465	1.9
Montana	869	64	933	
Idaho	320	25	345	
Wyoming	542	108	650	
Colorado	5,130	799	5,929	
New Mexico	556	90	646	
Arizona	2,882	70	2,952	
Utah	347	11	358	
Nevada	649	53	702	
MOUNTAIN	11,285	1,220	12,515	1.4
Alaska	264	3	267	
Washington	1,467	144	1,611	
Oregon	855	70	925	
California	6,587	692	7,279	
Hawaii	161	15	176	
PACIFIC	9,334	924	10,258	1.1
U.S. Unclassified				
UNITED STATES	848,566	54,805	903,371	100.0
U.S. Circ. Percent of Grand Total				100.0
Poss. & Other Areas	11		11	0.0
U.S. & POSS., etc.	848,577	54,805	903,382	100.0
Canada	95	120	215	0.0
International	134	61	195	0.0
Other Unclassified				
Military or Civilian				
Personnel Overseas	139		139	0.0
GRAND TOTAL	848,945	54,986	903,931	100.0

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KWQC-TV6 COVERAGE MAP

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COVERAGE MAP

